

ESTEE LAUDER COMPANIES INC
Form SC 13D/A
September 08, 2006

OMB APPROVAL

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

THE ESTÉE LAUDER COMPANIES INC.

(Name of Issuer)

CLASS A COMMON STOCK
PAR VALUE \$.01 PER SHARE

(Title of Class of Securities)

518439 10 4

(CUSIP Number)

CHRISTOPHER C. ANGELL, ESQ.
PATTERSON, BELKNAP, WEBB & TYLER LLP
1133 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10036-6710

(212) 336-2000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 8, 2006

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

CUSIP No. 518439 10 4

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- | | | | |
|-----|---|---|-----------------------|
| 1. | Name of Reporting Person:
Aerin Lauder Zinterhofer | I.R.S. Identification Nos. of above
persons (entities only):
13-7415821 | |
| | 2004 GRAT | | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions): | | |
| | (a) <input type="radio"/> | | |
| | (b) <input type="checkbox"/> | | |
| 3. | SEC Use Only: | | |
| 4. | Source of Funds (See Instructions):
N/A | | |
| 5. | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d)
or 2(e): <input type="radio"/> | | |
| 6. | Citizenship or Place of Organization: | | New York |
| | 7. | Sole Voting Power: | 0 |
| | 8. | Shared Voting Power: | 0 |
| | 9. | Sole Dispositive Power: | 0 |
| | 10. | Shared Dispositive
Power: | 0 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person: | | 0 |
| 12. | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See
Instructions): | | <input type="radio"/> |
| | | | N/A |
| 13. | Percent of Class Represented by Amount in Row (11): | | 0% |
| 14. | Type of Reporting Person (See Instructions): | | |

This Statement on Schedule 13D is the second amendment to an initial statement on Schedule 13D previously filed with the Securities and Exchange Commission on June 7, 2004, as amended on September 8, 2005 (the Schedule 13D). This Amendment No. 2 is filed by the Reporting Person in accordance with Rule 13d-2 of the Securities Exchange Act of 1934, as amended, and refers only to information which has materially changed since the filing of the Schedule 13D. The items identified below, or the particular paragraphs of such items which are identified below, are amended as set forth below. Unless otherwise indicated, all capitalized terms used and not defined herein have the respective meanings assigned to them in the Schedule 13D.

ITEM 4. PURPOSE OF TRANSACTION

The Distribution on September 8, 2006 of 101,115 shares of Class B Common Stock held by the Reporting Person (the Distributing Trust) to the ALZ 2000 Revocable Trust was effected for estate planning purposes pursuant to the terms of the Distributing Trust.

ITEM 5. INTEREST IN SECURITIES OF ISSUER

(a), (b) and (d)

The response of the Reporting Person to Rows 7, 8, 9, 10, 11 and 13 of its Cover Page which relates to the beneficial ownership of Class A Common Stock is incorporated herein by reference.

(c)

The Reporting Person has not had any other transactions in Class A Common Stock that were effected during the past sixty days.

(e)

As of September 8, 2006, the Reporting Person ceased to be the beneficial owner of more than five percent of the shares of Class A Common Stock outstanding.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

- Exhibit A Stockholders Agreement, dated November 22, 1995 (filed as Exhibit 10.1 to the Issuer's Annual Report on Form 10-K for the fiscal year ended June 30, 2003).*
- Exhibit B Amendment No. 1 to Stockholders Agreement (filed as Exhibit 10.1 to the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 1996).*
- Exhibit C Amendment No. 2 to Stockholders Agreement (filed as Exhibit 10.2 to the Issuer's Quarterly Report on Form 10-Q for the quarter ended December 31, 1996).*
- Exhibit D Amendment No. 3 to Stockholders Agreement (filed as Exhibit 10.2 to the Issuer's Quarterly Report on Form 10-Q for the quarter ended March 31, 1997).*
- Exhibit E Amendment No. 4 to Stockholders Agreement (filed as Exhibit 10.1d to the Issuer's Annual Report on Form 10-K for the fiscal year ended June 30, 2000).*
- Exhibit F Amendment No. 5 to Stockholders Agreement (filed as Exhibit 10.1e to the Issuer's Annual Report on Form 10-K for the fiscal year ended June 30, 2002).*
- Exhibit G Amendment No. 6 to Stockholders Agreement (filed as Exhibit 10.2 to the Issuer's Quarterly Report on Form 10-Q for the quarter ended December 31, 2004).*
- Exhibit H List of parties to Stockholders Agreement.

* Incorporated by reference

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Aerin Lauder Zinterhofer 2004 GRAT

By: THE ROCKEFELLER TRUST COMPANY
(DELAWARE), TRUSTEE

Dated: September 8, 2006

By: /s/ Christine A. Welch
Christine A. Welch, Vice-President

EXHIBIT INDEX

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