

ESTEE LAUDER COMPANIES INC  
Form 3  
June 03, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â TRUST UNDER ARTICLE 2 OF THE ZINTERHOFER 2008 DESCENDANTS TRUST AGREEMENT			(Month/Day/Year)	ESTEE LAUDER COMPANIES INC [EL]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O THE ESTEE LAUDER COMPANIES INC.,Â 767 FIFTH AVE.				(Check all applicable)	
(Street)				<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
NEW YORK,Â NYÂ 10153				<input type="checkbox"/> Officer (give title below)	<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)		<input type="checkbox"/> Other (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
Class B Common Stock	Â (1)	Â (1)	Class A Common Stock	2,405,297	\$ (1)	D (2) Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRUST UNDER ARTICLE 2 OF THE ZINTERHOFER 2008 DESCENDANTS TRUST AGREEMENT C/O THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVE. NEW YORK, NY 10153	Â	Â X	Â	Â

## Signatures

/s/ Spencer G. Smul, The Trust Under Article 2 of The Zinterhofer 2008 Descendants Trust Agreement, by Aerin Lauder Zinterhofer, as Trustee and not in her individual capacity, by Spencer G. Smul, attorney in fact

06/03/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Shares of Class B Common Stock may be converted immediately into Class A Common Stock on a one-to-one basis by the holder and are automatically converted into Class A Common Stock on a one-for-one basis upon transfer to a person or entity that is not a "Permitted Transferee" or soon after a record date for a meeting of stockholders where the outstanding Class B Common Stock constitutes less than 10% of the outstanding shares of Common Stock of the Issuer.

(2) On May 25, 2010, the Reporting Person acquired from the Aerin Lauder Zinterhofer 2000 Revocable Trust (the "ALZ 2000 Revocable Trust") in a private transaction, pursuant to the terms of a Transfer Agreement by and among Aerin Lauder Zinterhofer, the trustee of the ALZ 2000 Revocable Trust, the trustees of the Reporting Person and the trustee of the Aerin Lauder Zinterhofer 2008 Grantor Retained Annuity Trust (the "ALZ 2008 GRAT"), 2,405,297 shares of the Class B Common Stock, par value \$.01 per share, of the Issuer ("Class B Common Stock") and additional cash in exchange for a remainder interest in the ALZ 2008 GRAT held by the Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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