

LAUDER LEONARD A
Form 4
November 12, 2004

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
LAUDER LEONARD A

2. Issuer Name and Ticker or Trading Symbol
ESTEE LAUDER COMPANIES INC [EL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman

THE ESTEE LAUDER COMPANIES INC., 767 FIFTH AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10153

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	11/10/2004		M		100,000	A	\$ 13	5,469,169	D	
Class A Common Stock	11/10/2004		S		60,000	D	\$ 43.8671	5,409,169 ⁽¹⁾	D	
Class A Common Stock	11/10/2004		M		30,000	A	\$ 13	420,000	I	By Evelyn H. Lauder

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Class A Common Stock	11/10/2004	S	30,000	D	\$ 44.0895	390,000 <u>(1)</u>	I	By Evelyn H. Lauder
Class A Common Stock	11/11/2004	M	100,000	A	\$ 13	5,509,169 <u>(1)</u>	D	
Class A Common Stock	11/11/2004	M	600,000	A	\$ 21.375	6,109,169	D	
Class A Common Stock	11/11/2004	S	697,200	D	\$ 43.9647	5,411,969	D	
Class A Common Stock						3,029,302	I	by LAL Family Partners L.P. <u>(1)</u>
Class A Common Stock						15,384	I	by Lauder & Sons L.P. <u>(1)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option (Right to Buy)	\$ 13	11/10/2004		M	100,000	01/01/1999 ⁽²⁾	11/16/2005	Class A Common Stock	100,000
Option (Right to Buy)	\$ 13	11/10/2004		M	30,000	01/01/1999 ⁽²⁾	11/16/2005	Class A Common Stock	30,000

Option (Right to Buy)	\$ 13	11/11/2004	M	100,000	01/01/1999 ⁽²⁾	11/16/2005	Class A Common Stock	100,000
Option (Right to Buy)	\$ 21.375	11/11/2004	M	600,000	01/01/2002 ⁽³⁾	07/01/2006	Class A Common Stock	600,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAUDER LEONARD A THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153	X	X	Chairman	
LAUDER EVELYN H THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153			Sr. Corporate Vice President	

Signatures

Leonard A. Lauder, by Spencer G. Smul, Attorney-in-fact	11/12/2004
**Signature of Reporting Person	Date
Evelyn H. Lauder , by Spencer G. Smul, Attorney-in-fact	11/12/2004
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) See Exhibit 99.1
- (2) The options that were exercised were part of a grant of options that became exercisable in three equal tranches on January 1, 1999, January 1, 2000 and January 1, 2001.
- (3) The options that were exercised were part of a grant of options that became exercisable in three equal tranches on January 1, 2000, January 1, 2001 and January 1, 2002.
- (4) Exercise of stock option.

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.