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1992 GRAT REMAINDER TRUST FBO GARY LAUDER

Form 4

February 14, 2011

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
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OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 1992 GRAT REMAINDER TRUST FBO GARY LAUDER			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) 767 FIFTH AV	(First) VENUE,	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/10/2011	DirectorX 10% Owner Officer (give titleX Other (specify below) Trust with Insider		
	(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		
NEW YORK, NY 10153				_X_ Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	e Secu	ırities Acqui	red, Disposed of	, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class A Common Stock	02/10/2011		S(1)	14,600 (2)	D	\$ 91.8642 (2) (10)	282,580	D (3) (4) (5)	
Class A Common Stock	02/10/2011		S <u>(1)</u>	34,500 (2)	D	\$ 92.7422 (2) (11)	247,180	D (3) (4) (5)	
Class A Common Stock	02/11/2011		S <u>(1)</u>	14,600 (2)	D	\$ 92.8784 (2) (12)	232,580	D (3) (4) (5)	
Class A Common	02/11/2011		S <u>(1)</u>	9,000 (2)	D	\$ 93.8992	223,580	D (3) (4) (5)	

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Stock					(2) (13)			
Class A Common Stock	02/11/2011	S <u>(1)</u>	1,400 (2)	D	\$ 94.5815 (2) (14)	222,180	D (3) (4) (5)	
Class A Common Stock						634,331	I (4) (5) (6)	by 1992 GRAT Remainder Trust f/b/o WPL
Class A Common Stock						79,848	D (7)	
Class A Common Stock						5,234	I (8)	by children of WPL

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

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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. Transac Code (Instr. 8		5. Mumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<u>(9)</u>						<u>(9)</u>	<u>(9)</u>	Class A Common Stock	634,152
Class B Common Stock	<u>(9)</u>						<u>(9)</u>	<u>(9)</u>	Class A Common Stock	3,262,800
Class B Common	<u>(9)</u>						<u>(9)</u>	<u>(9)</u>	Class A Common	22,870

SEC 1474

(9-02)

8. Prio Deriv Secur (Instr. Stock Stock

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
1992 GRAT REMAINDER TRUST FBO GARY LAUDER 767 FIFTH AVENUE NEW YORK, NY 10153		X		Trust with Insider		
LAUDER GARY M 767 FIFTH AVENUE NEW YORK, NY 10153		X				
Lauder William P C/O THE ESTEE LAUDER COMPANIES INC. 767 FIFTH AVENUE NEW YORK, NY 10153	X	X	Executive Chairman			

Signatures

1992 GRAT RemainderTrust F/B/O Gary Lauder, by Spencer G. Smul, Attorney-in-fact					
**Signature of Reporting Person	Date				
Gary M. Lauder, by Spencer G. Smul, Attorney-in-fact					
**Signature of Reporting Person	Date				
William P. Lauder, by Spencer G. Smul, Attorney-in-fact					
**Signature of Reporting Person					

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) 1992 GRAT Remainder Trust f/b/o Gary M. Lauder ("GML GRAT Remainder Trust") sold shares of Class A Common Stock pursuant to a plan intended to comply with Rule 10b5-1(c), previously entered into on December 6, 2010.
 - The number of securities reported represents an aggregate number of shares sold in multiple open market transactions over a range of sales prices. The price reported represents the weighted average price. The GML GRAT Remainder Trust, Gary M. Lauder ("GML"),
- (2) 1992 GRAT Remainder Trust f/b/o William P. Lauder ("WPL GRAT Remainder Trust") or William P. Lauder ("WPL"), as the case may be, undertakes to provide the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of shares sold by such reporting person at each separate price within the range.
- Owned by GML GRAT Remainder Trust directly. Owned by each of GML and WPL, indirectly, as a trustee of the GML GRAT Remainder Trust.
- (4) GML disclaims beneficial ownership to the extent that he does not have a pecuniary interest in such securities.
- (5) WPL disclaims beneficial ownership to the extent that he does not have a pecuniary interest in such securities.
- Owned by WPL GRAT Remainder Trust directly. Owned by each of GML and WPL, indirectly, as a trustee of the WPL GRAT Remainder Trust.
- (7) Owned by WPL directly.

Reporting Owners 3

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- (8) Owned by WPL indirectly, in custody for his children.
 - There is no exercise or conversion price for the Class B Common Stock. Shares of Class B Common Stock (i) may be converted immediately on a one-for-one basis by the holder into shares of Class A Common Stock and (ii) are automatically converted into Class
- (9) A Common Stock on a one-for-one basis upon transfer to a person or entity that is not a "Permitted Transferee" (as defined in the Issuer's Restated Certificate of Incorporation) 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.
- (10) Sales prices range from \$91.30 to \$92.27 per share, inclusive.
- (11) Sales prices range from \$92.30 to \$92.98 per share, inclusive.
- (12) Sales prices range from \$92.41 to \$93.40 per share, inclusive.
- (13) Sales prices range from \$93.42 to \$94.41 per share, inclusive.
- (14) Sales prices range from \$94.44 to \$94.73 per share, inclusive.

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.