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ESTEE LAUDER COMPANIES INC
Form S-8 POS
July 22, 2005

As filed with the Securities and Exchange Commission on July 22, 2005
Registration No. 33-99554

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Post Effective Amendment No. 2 To
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

THE ESTEE LAUDER COMPANIES INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or

11-2408943
(I.R.S. Employer Identification No.)
Organization)

767 Fifth Avenue
New York, New York 10153
(212) 572-4200
(Address, Including Zip Code, and Telephone Number,
including Area Code, of Registrant's Principal Executive Offices)

THE ESTEE LAUDER COMPANIES INC.
FISCAL 1996 SHARE INCENTIVE PLAN
AND EMPLOYMENT AGREEMENTS
(Full Title of Plan)

Sara E. Moss, Esq.
Executive Vice President, General Counsel and Secretary
The Estee Lauder Companies Inc.
767 Fifth Avenue
New York, New York 10153
(212) 572-4200
(Name and Address, Including Zip Code,
and Telephone Number, Including Area Code, of Agent For Service)

Copies to:

Jeffrey J. Weinberg, Esq.
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
(212) 310-8000

EXPLANATORY STATEMENT

A total of 9,925,000 shares of Class A common stock, par value \$0.01

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per share, of The Estee Lauder Companies Inc., a Delaware Corporation (the "Company" or "Registrant") (as adjusted for stock splits), were initially registered in connection with the Company's Fiscal 1996 Share Incentive Plan and Employment Agreements (collectively, the "1996 Plan"), which shares were registered on a Registration Statement on Form S-8 filed on November 17, 1995 (Registration No. 33-99554) (the "November 1995 Form S-8"). On November 1, 2001, the total was reduced by 387,711 shares to 9,537,289 pursuant to Amendment No. 1 to the November 1995 Form S-8. Of the 9,537,289 remaining shares registered in the November 1995 Form S-8, 206,674 shares were subject to options or stock units that were forfeited or cancelled under the 1996 Plan and were carried forward to the Registrant's Fiscal 2002 Share Incentive Plan. Pursuant to Instruction E to Form S-8 and the telephonic interpretation of the Securities and Exchange Commission set forth in Section G. Securities Act Forms, No. 89, of the Division of Corporation Finance's Manual of Publicly Available Telephone Interpretations dated July 1997, 206,674 shares of the Registrant's Class A common stock registered on the November 1995 Form S-8 are being carried forward to, and deemed covered by, the registration statement on the separate Form S-8 filed concurrently herewith in connection with the Registrant's Fiscal 2002 Share Incentive Plan.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Pursuant to General Instruction E to Form S-8, the contents of the November 1995 Form S-8 filed by the Registrant with respect to the securities offered by the 1996 Plan are hereby incorporated by reference herein.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of New York, State of New York, on this 21st day of July, 2005.

THE ESTEE LAUDER COMPANIES INC.

By: /s/ Richard W. Kunes

Name: Richard W. Kunes
Title: Executive Vice President and
Chief Financial Officer

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints William P. Lauder, Richard W. Kunes and Sara E. Moss, or any of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to sign any related Registration Statement filed pursuant to Rule 462(b) under the Securities Act of 1933, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing required and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in

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person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their substitute or substitutes, could lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature -----	Title -----	Date ----
/s/ William P. Lauder ----- William P. Lauder	President, Chief Executive Officer and Director (Principal Executive Officer)	July 21, 2005
/s/ Leonard A. Lauder ----- Leonard A. Lauder	Chairman of the Board of Directors	July 21, 2005
/s/ Charlene Barshefsky ----- Charlene Barshefsky	Director	July 21, 2005
/s/ Rose Marie Bravo ----- Rose Marie Bravo	Director	July 21, 2005
/s/ Mellody Hobson ----- Mellody Hobson	Director	July 21, 2005
/s/ Irvine O. Hockaday, Jr. ----- Irvine O. Hockaday, Jr.	Director	July 21, 2005

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/s/ Aerin Lauder ----- Aerin Lauder	Director	July 21, 2005
/s/ Ronald S. Lauder ----- Ronald S. Lauder	Director	July 21, 2005
/s/ Richard D. Parsons -----	Director	July 21, 2005

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Richard D. Parsons

/s/ Marshall Rose Director July 21, 2005

Marshall Rose

/s/ Lynn Forester de Rothschild Director July 21, 2005

Lynn Forester de Rothschild

/s/ Barry S. Sternlicht Director July 21, 2005

Barry S. Sternlicht

/s/ Richard W. Kunes Executive Vice President and July 21, 2005
----- Chief Financial Officer
Richard W. Kunes (Principal Financial and
 Accounting Officer)