

TIFFANY & CO  
Form 4  
June 03, 2014

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Hart Andrew W.

(Last) (First) (Middle)

TIFFANY & CO., 727 FIFTH AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
TIFFANY & CO [TIF]

3. Date of Earliest Transaction (Month/Day/Year)  
05/30/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

SENIOR VICE PRESIDENT

6. Individual or Joint/Group Filing (Check Applicable Line)

\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**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. Transaction 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock \$01 Par           | 05/30/2014                           |  | M                              |   | 4,500   | A  | \$ 61.12                          |
|                                 |                                      |  |                                |   | 6,721   | (1)  |                                   |
|                                 |                                      |  |                                |   |   | D  |                                   |
| Common Stock \$01 Par           | 05/30/2014                           |  | M                              |   | 3,750   | A  | \$ 63.76                          |
|                                 |                                      |  |                                |   | 10,471  | (1)  |                                   |
|                                 |                                      |  |                                |   |   | D  |                                   |
| Common Stock \$01 Par           | 05/30/2014                           |  | S                              |   | 8,250   | D  | \$ 99.1877                        |
|                                 |                                      |  |                                |   | 2,221   | (1)  |                                   |
|                                 |                                      |  |                                |   |   | (2)  |                                   |
| Common Stock \$01               |                                      |  |                                |   | 3   | I  | By ESPP                           |

|                              |     |   |              |
|------------------------------|-----|---|--------------|
| Par                          |     |   |              |
| Common<br>Stock \$.01<br>Par | 259 | I | By ESOP      |
| Common<br>Stock \$.01<br>Par | 82  | I | By<br>401(K) |

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8<br>D<br>S<br>(1            |  |
|---|---|---|---|---|---|--|---|------------------------------|--|
|   |   |   |   | Code                                    | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title                        | Amount<br>or<br>Number<br>of<br>Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 61.12  | 05/30/2014                              |   | M                                       | 4,500   | <sup>(3)</sup>   | 05/17/2022  | Common<br>Stock<br>\$.01 Par | 4,500                                  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 63.76  | 05/30/2014                              |   | M                                       | 3,750   | <sup>(5)</sup>   | 01/16/2023  | Common<br>Stock<br>\$.01 Par | 3,750                                  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---------------------------------|---------------|-----------|-----------------------|-------|
|                                 | Director      | 10% Owner | Officer               | Other |
| Hart Andrew W.<br>TIFFANY & CO. |               |           | SENIOR VICE PRESIDENT |       |

727 FIFTH AVENUE  
NEW YORK, NY 10022

## Signatures

/s/ Leigh M. Harlan,  
Attorney-in-Fact

06/03/2014

\_\_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) 1,726 shares in the total are unvested restricted stock units.

The price in Column 4 is a weighted average price. The prices actually received ranged from \$99.18 to \$99.35 per share. The reporting person's broker has provided to the issuer and issuer will provide any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(3) Options granted under 16(b) Plan on May 17, 2012. The option vests in four equal annual installments on May 17, 2013, 2014, 2015 and 2016.

(4) Total grant 9,000 shares. 0 shares previously exercised.

(5) Options granted under 16(b) Plan on January 16, 2013. The option vests in four equal annual installments on January 16, 2014, 2015, 2016 and 2017.

(6) Total grant 15,000 shares. 0 shares previously exercised.

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

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