

Hart Andrew W.
Form 4
January 24, 2018

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 *
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)
01/22/2018

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock \$.01 Par	01/22/2018		M		16,300	A	\$ 88.77
Common Stock \$.01 Par	01/22/2018		M		4,130	A	\$ 79.23
Common Stock \$.01 Par	01/22/2018		M		8,489	A	\$ 61.8
Common Stock	01/22/2018		M		17,250	A	\$ 86.74

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Common Stock \$01 Par	01/22/2018	S	40,251	D	\$ 109.2219 <u>(1)</u>	11,987	D	
Common Stock \$01 Par						3	I	By ESPP
Common Stock \$01 Par						83	I	By 401(K)
Common Stock \$01 Par						282	I	By ESOP

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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 88.77	01/22/2018		M	16,300	<u>(2)</u> 01/16/2024	Common Stock \$01 Par 16,300
Employee Stock Option (Right to Buy)	\$ 79.23	01/22/2018		M	4,130	<u>(4)</u> 01/19/2027	Common Stock \$01 Par 4,130
Employee Stock Option	\$ 61.8	01/22/2018		M	8,489	<u>(6)</u> 01/20/2026	Common Stock \$01 Par 8,489

(Right to Buy)

Employee Stock

Option	\$ 86.74	01/22/2018	M	17,250	<u>(8)</u>	01/14/2025	Common Stock	17,250
(Right to Buy)							\$.01 Par	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hart Andrew W. TIFFANY & CO. 727 FIFTH AVENUE NEW YORK, NY 10022			SENIOR VICE PRESIDENT	

Signatures

/s/ John C. Duffy, 01/24/2018
Attorney-in-Fact

 **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).
The price in Column 4 is a weighted average price. The price actually received ranged from \$109.07 to \$109.60 per share. The reporting person's broker has provided to the issuer and the 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.
- (1) Option granted pursuant to the Tiffany & Co. 2005 Employee Incentive Plan, which complies with Rule 16b-3, on January 16, 2014. The option vested in four equal annual installments on January 16, 2015, 2016, 2017 and 2018.
- (3) Total grant 16,300 shares. 0 shares previously exercised.
- (4) Option granted pursuant to the Tiffany & Co. 2014 Employee Incentive Plan, which complies with Rule 16b-3, on January 19, 2017. The option vests in four equal annual installments on January 19, 2018, 2019, 2020 and 2021.
- (5) Total grant 16,520 shares. 0 shares previously exercised.
- (6) Option granted pursuant to the Tiffany & Co. 2014 Employee Incentive Plan, which complies with Rule 16b-3, on January 20, 2016. The option vests in four equal annual installments on January 20, 2017, 2018, 2019 and 2020.
- (7) Total grant 33,956 shares. 8,489 shares previously exercised.
- (8) Option granted pursuant to the Tiffany & Co. 2014 Employee Incentive Plan, which complies with Rule 16b-3, on January 14, 2015. The option vests in four equal annual installments on January 14, 2016, 2017, 2018 and 2019.
- (9) Total grant 23,000 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. 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.