

TIFFANY & CO
Form 3
July 27, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â De Winter Jennifer
(Last) (First) (Middle)

200 FIFTH AVENUE
(Street)

NEW YORK, Â NY Â 10010
(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
07/16/2015

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer ___ Other
(give title below) (specify below)
Senior Vice President

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

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

No Securities Are Beneficially Owned

0

D Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date Expiration
Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Restricted Stock Units ⁽¹⁾	Â ⁽²⁾	Â ⁽²⁾	Common Stock	7,600	\$ ⁽²⁾	D	Â
Employee Stock Option (Right to Buy) ⁽¹⁾	Â ⁽³⁾	03/18/2025	Common Stock	23,100	\$ 85.45	D	Â
Performance-based Restricted Stock Units ⁽¹⁾	Â ⁽⁴⁾	Â ⁽⁴⁾	Common Stock	11,400	\$ ⁽⁵⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
De Winter Jennifer 200 FIFTH AVENUE NEW YORK, NY 10010	Â	Â	Â Senior Vice President	Â

Signatures

/s/ John C. Duffy,
Attorney-in-Fact

07/27/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Granted pursuant to the Tiffany & Co. 2014 Employee Incentive Plan, which complies with Rule 16b-3.

(2) The restricted stock units convert to the issuer's common stock on a one-for-one basis and will vest on March 18, 2017.

(3) The option vests in four equal annual installments on March 18, 2016, 2017, 2018 and 2019.

All or a percentage of the units will be converted to common stock if issuer satisfies financial performance criteria for the three-year performance period ending January 31, 2018. Performance-based restricted stock units not eligible for conversion at the end of such performance period will be canceled.

(5) The performance-based restricted stock units convert to the issuer's common stock on a one-for-one basis.

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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