TIFFANY & CO Form 4 January 17, 2003

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . .0.5

> Filed By Romeo and Dye's Section 16 Filer www.section16.net

1. Name and Address Person* FELD, WARREN	_		suer Nar FANY &		nd Ticker o	or Tra	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner							
(Last) (Fi TIFFANY & CO. 727 FIFTH AVEN	,	Number					Stateme Ionth/Da ANUAR	y/Year Y 16, 2003	X Officer (give title below) Other (specify below) VICE PRESIDENT-CONTROLLER					
(Street) NEW YORK, NY 10022									ndment, riginal ay/Year)	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (S	State) (Zip))	Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially								cially Owned			
1. Title of Security (Instr. 3)	action Date (Month/ Day/	2A. Deem Execution Date, if any (Month/Day Year)	l	3. Transaction Code (Instr. 8 Code		4. Securitie (A) or Disp (Instr. 3, 4	es Ac oosed	quired of (D)	5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)		6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial		
Common Stock \$.01 Par										331	I	ESPP		
Common Stock \$.01 Par										531	I	ESOP		

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially **Owned**

(e.g., puts, calls, warrants, options, convertible securities)

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Ī	1. Title of	2. Conver-	3. Trans-	3A.	4.	5.	6. Date Exercisable	7. Title and Amount	8. Price of	9. Number of	10.
	Derivative Security	sion or	action	Deemed	Trans-	Number	and Expiration	of Underlying	Derivative	Derivative	Owner-
	1	Exercise	Date	Execution	action	of	Date	Securities	Security	Securities	ship
١	(Instr. 3)	Price of		Date,	Code	Derivative	(Month/Day/	(Instr. 3 & 4)	(Instr. 5)	Beneficially	Form
	1	Derivative	(Month/	if any		Securities	Year)			Owned	of Deriv-
		Security	Day/	(Month/	(Instr.	Acquired				Following	ative
- 1	,	1	I	1							

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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		Day/ Year)	8)		(A) or Dispos of (D) (Instr. 4 & 5)	sed					Transaction(s) (Instr. 4)	Security: Direct (D) or Indirect (I)
			Code	_	i í	(D)	Exer-cisable	Expira- tion Date		Amount or Number of Shares		(Instr. 4)
NON-QUALIFIED STOCK OPTION (RIGHT TO BUY)	01/16/03		A		7,000		01/16/04 <u>(1)</u>	01/16/13	COMMON	7,000	7,000	D

Explanation of Responses:

(1) Options become exercisable in four equal installments. Date represents date on which first installment becomes exercisable. Three remaining installments become exercisable on subsequent anniversaries of such date.

By: /s/ Patrick B. Dorsey, Attorney-In-Fact
Patrick B. Dorsey

**Signature of Reporting Person

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

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 Number.

WARREN S. FELD

LIMITED POWER OF ATTORNEY FOR

SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of P

- (1) seek or obtain, as the undersigned's representative and on the undersigned's behalf, EDGAR Ac
- (2) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments t
- (3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, informat
- (4) perform any and all other acts which in the discretion of such attorney-in-fact are necessary

The undersigned acknowledges that:

- (1) this Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in
- (2) any documents prepared and/or executed by either such attorney-in-fact on behalf of the under
- (3) neither the Company nor either of such attorneys-in-fact assumes (i) any liability for the un
- (4) this Power of Attorney does not relieve the undersigned from responsibility for compliance wi

The undersigned hereby gives and grants each of the foregoing attorneys-in-fact full power and au

^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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This	Power	of	Attorney	shall	remain	in	full	force	and	effect	until	revoked by	the	undersigned	i
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By:	/s/	Warren	S.	Feld
		Warren	S.	Feld
Date:		October	. 30), 2002