

TIFFANY & CO  
Form 5  
March 26, 2013

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
SHUTZER WILLIAM A  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

TIFFANY & CO., 727 FIFTH AVENUE  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
01/31/2013

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

NEW YORK, NY 10022  
  
(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting  
  
(check applicable line)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----|-------|--|--|-----------------------------------|
|                                 |                                      |  |                                | (A) Amount  | (D) | Price |  |  |                                   |
| Common Stock \$0.1 Par          |                                      |  |                                |   |     |       | 131,330 <sup>(1)</sup>   | D  |                                   |
| Common Stock \$0.1 Par          |                                      |  |                                |   |     |       | 114,000  | I  | By KJC Ltd. <sup>(2)</sup>        |
| Common Stock \$0.1 Par          | 08/01/2012                           |  | G                              | 32,210  | D   | \$ 0  | 0 <sup>(3)</sup>   | I  | By GRAT                           |

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|                              |            |   |   |       |   |      |                  |   |                               |
|------------------------------|------------|---|---|-------|---|------|------------------|---|-------------------------------|
| Common<br>Stock \$0.1<br>Par | Â          | Â | Â | Â     | Â | Â    | 32,210           | I | By Article<br>IV Trust<br>(4) |
| Common<br>Stock \$0.1<br>Par | 08/09/2012 | Â | G | 5,100 | D | \$ 0 | 0 <sup>(5)</sup> | I | By Trustee                    |

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

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SEC 2270  
(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. 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. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. of<br>D<br>Se<br>B<br>O<br>E<br>Is<br>Fi<br>(I |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|---|--|---|---|--------------------------------------|--|--|---|---|---|

  

|     | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|-----|---------------------|--------------------|-------|--|
| (A) | (D)                 |                    |       |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| SHUTZER WILLIAM A<br>TIFFANY & CO.<br>727 FIFTH AVENUE<br>NEW YORK, NY 10022 | Â X           | Â         | Â       | Â     |

## Signatures

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

03/26/2013

\*\*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) 1,002 shares in the total are the shares underlying restricted stock units.
- (2)

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KJC Ltd. is a Delaware limited partnership of which the reporting person is the sole general partner and of which three of his adult children are limited partners. Reporting person disclaims beneficial ownership of Tiffany & Co. stock held by KJC Ltd.

- (3) 32,210 shares of Tiffany & Co. stock were transferred from a grantor annuity trust entitled "William A. Shutzer, as Trustee, The Megan Anne Shutzer Grantor Retained Annuity Trust" to an Article IV trust dated August 1, 2012 for one of the reporting person's adult children. Reporting person's spouse, Faye Shutzer, is the sole trustee of the trust. Reporting person disclaims beneficial ownership of the Tiffany & Co. stock held by the trust.
- (4) Article IV trust dated August 1, 2012 for one of the reporting person's adult children. Reporting person's spouse, Faye Shutzer, is the sole trustee of the trust. Reporting person disclaims beneficial ownership of the Tiffany & Co. stock held by the trust.
- (5) Reporting person was the custodian under the UGMA of an account for his daughter, Megan Anne. The 5,100 shares in such account were transferred to an account held solely in Megan Anne's name on August 9, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.