

Hart Andrew W.
Form 4
October 12, 2017

FORM 4

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

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

OMB APPROVAL

OMB
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(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)

10/10/2017

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) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Common Stock \$.01 Par | | | | (A) or (D) | | | |
| | | | Code | V | Amount | | Price |
| Common Stock \$.01 Par | | | | | 5,623 | D | |
| Common Stock \$.01 Par | | | | | 3 | I | By ESPP |
| Common Stock \$.01 Par | | | | | 83 | I | By 401(K) |
| Common Stock \$.01 | | | | | 280 | I | By ESOP |

Par

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) | 8. Price Derivative Security (Instr. 5) |
|---|---|---|---|---|---|--|--------------------|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Dividend Equivalent Units | <u>(1)</u> | 10/10/2017 | | A | 81 | <u>(2)</u> | <u>(2)</u> | Common Stock \$.01 Par | 81 |
| | | | | | | | | | \$ 0 |

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,
Attorney-in-Fact 10/12/2017

____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) Represents dividend equivalent units accrued on October 10, 2017 in respect of restricted stock units and performance-based restricted stock units granted to the reporting person on January 19, 2017 pursuant to the Tiffany & Co. 2014 Employee Incentive Plan, which

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complies with Rule 16b-3. The dividend equivalent units convert to the issuer's common stock on a one-for-one basis.

The dividend equivalent units will vest proportionately with the underlying restricted stock units or performance-based restricted stock units to which they relate. The dividend equivalent units credited in respect of the restricted stock units granted on January 19, 2017 will vest in four equal annual installments on January 19, 2018, 2019, 2020 and 2021. All or a percentage of the dividend equivalent units

(2) credited in respect of the performance-based restricted stock units granted to the reporting person on January 19, 2017 will vest if issuer satisfies financial performance criteria for the three-year performance period ending January 31, 2020. Dividend equivalent units credited in respect of such performance-based restricted stock units that are not eligible for conversion at the end of such performance period will be cancelled.

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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