

Hart Andrew W.  
Form 4  
January 23, 2019

**FORM 4**

**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).

**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)  
01/19/2019

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock \$.01 Par          | 01/19/2019                           |  | M                              | 758   | A (1)   | 10,794   | D                                 |
| Common Stock \$.01 Par          | 01/19/2019                           |  | M                              | 31  | A (2)   | 10,825   | D                                 |
| Common Stock \$.01 Par          | 01/19/2019                           |  | F                              | 290 (3)   | D \$ 88.15  | 10,535   | D                                 |
| Common Stock \$.01              |                                      |  |                                |   |   | 3  | I By ESPP                         |

|                        |  |       |   |           |
|------------------------|--|-------|---|-----------|
| Par                    |  |       |   |           |
| Common Stock \$.01 Par |  | 1,089 | I | By 401(K) |
| Common Stock \$.01 Par |  | 289   | 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) | 8. Price of Underlying Securities (Instr. 3 and 4) |                            |    |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|----|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |    |
| Restricted Stock Units                     | <u>(1)</u>   | 01/19/2019                           |  | M                              | 758   | <u>(1)</u>   | <u>(1)</u>  | Common Stock \$.01 Par                             | 758                        | \$ |
| Dividend Equivalent Units                  | <u>(2)</u>   | 01/19/2019                           |  | M                              | 31  | <u>(2)</u>   | <u>(2)</u>  | Common Stock \$.01 Par                             | 31                         | \$ |

## Reporting Owners

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

## Signatures

/s/ Catherine W.H. So,  
Attorney-in-Fact

01/23/2019

\_\_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) The restricted stock units convert to the issuer's common stock on a one-for-one basis and will vest in four equal annual installments on January 19, 2018, 2019, 2020 and 2021.  
Settlement of dividend equivalent units in connection with vesting of restricted stock units. The dividend equivalent units accrued when and as dividends were paid on the issuer's common stock and vested proportionately with the restricted stock units to which they relate. The dividend equivalent units convert to the issuer's common stock on a one-for-one basis.
  - (2)
  - (3) Shares withheld to cover taxes on vested restricted stock units and dividend equivalent units pursuant to issuer's default equity vesting procedures.

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.