Harlan Leigh M. Form 4 January 19, 2018

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Addr Harlan Leigh N	ress of Reporting Person *_ 1.	2. Issuer Name and Ticker or Trading Symbol TIFFANY & CO [TIF] 3. Date of Earliest Transaction	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First) (Middle)				
TIFFANY & C	CO., 200 FIFTH	(Month/Day/Year) 01/17/2018	Director 10% Owner _X Officer (give title Other (specify below) SENIOR VICE PRESIDENT		
	(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
NEW YORK, I	NY 10010	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	ecurities Aco	quired, Disposed	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit mAcquired Disposed (Instr. 3, 4	(A) or of (D)	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						2,411 (1)	D	
Common Stock \$.01 Par						12	I	BY ESOP

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

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 108.99	01/17/2018		A(2)	10,804	<u>(3)</u>	01/17/2028	Common Stock \$.01 Par
Performance-based Restricted Stock Units	<u>(4)</u>	01/17/2018		A(2)	7,914	<u>(5)</u>	<u>(5)</u>	Common Stock \$.01 Par
Restricted Stock Units	<u>(6)</u>	01/17/2018		A(2)	1,980	<u>(6)</u>	<u>(6)</u>	Common Stock \$.01 Par

Reporting Owners

Director 10% Owner Officer Other

Harlan Leigh M. TIFFANY & CO. 200 FIFTH AVENUE NEW YORK, NY 10010

SENIOR VICE PRESIDENT

Signatures

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

**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) 108 shares in the total are unvested restricted stock units.
- (2) Granted pursuant to the Tiffany & Co. 2014 Employee Incentive Plan, which complies with Rule 16b-3.
- (3) The option vests in four equal annual installments on January 17, 2019, 2020, 2021 and 2022.
- (4) The performance-based restricted stock units convert to the issuer's common stock on a one-for-one basis.
- (5) 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, 2021. Performance-based restricted stock units not eligible for conversion at the end of such

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performance period will be canceled.

(6) 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 17, 2019, 2020, 2021 and 2022.

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.