TIFFANY & CO Form 4 March 28, 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

OMB APPROVAL

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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

| 1. Name and Addre | 2. Issuer Name and Ticker or Trading Symbol TIFFANY & CO. TIF | | | | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|---|---|--|--------------------------------------|--------|-------------------------------------|----------------------------------|-------------------|--|---|---|---|
| NAGGIAR, CAR (Last) (TIFFANY & CO. 727 FIFTH AVEN | of Report | ing | tification N Person, oluntary) | lumber | Month/I | ment for Day/Year 26, 2003 | 10% (X Off Other | Director | | | |
| NEW YORK, NY | (Street) 10022 | | | | | | Date of | endment, Original Day/Year) | 7. Ind (Chec X For Person For | ividual or Joi k Applicable m filed by O n | nt/Group Filing Line) ne Reporting ore than One |
| (City) | Table I Non-Derivative Securities Acquired, | | | | | | | Disposed of, or Beneficially Owned | | | |
| 1. Title of Security (Instr. 3) | action | 2A. Deemed Execution Date, if any (Month/Day/ Year) | 3. Tran action Code (Instr. 8 | | 4. Securiti or Dispose (Instr. 3, 4 | ed of (I | 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 Ownership (Instr. 4) |
| Common Stock \$.01 Par | 03/26/03 | | М | | 16,000 | | \$26.1950 | , | | | |
| Common Stock \$.01 Par | 03/26/03 | | М | | 20,000 | A | \$26.1950 | | 37,000 | D | |
| Common Stock \$.01 Par | | | | | | | | | 42 | 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)

| - | l. Title of | 2. Conver- | 3. Trans- | 3A. | 4. | 5. Number | 6. Date Exercisable | 7. Title and Amount | 8. Price of | 9. Number of | 10. | 11 |
|---|-------------|------------|-----------|-----------|--------|------------|---------------------|---------------------|-------------|--------------|--------|----|
| þ | Derivative | sion or | action | Deemed | Trans- | of | and Expiration | of Underlying | Derivative | Derivative | Owner- | of |
| | Security | Exercise | Date | Execution | action | Derivative | Date | Securities | Security | Securities | ship | В |

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

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| (Instr. 3) | Price of Derivative Security | Day/ | if any (Month/ | Code (Instr. 8) | Acq (A) Disp of (| or posed D) tr. 3, 4 | (Month/Day/ Year) | | (Instr. 3 & 4) | | Owned Following Reported Transaction(s) (Instr. 4) | Form of Derivative Security: Direct (D) or Indirect |
|---|------------------------------------|----------|-------------------|-----------------------|----------------------------|-------------------------------|----------------------|-------------------------|----------------|--|--|---|
| | | | | Code | V (A) | | Exer-cisable | Expira- tion Date | Title | Amount or Number of Shares | | (I) (Instr. 4) |
| Non-Qualified Stock Option (Right to Buy) | | 03/26/03 | | M | | 16,000 | 03/19/99 (1) | 03/19/09 | COMMON | 16,000 ⁽²⁾ | 0 | D |
| Non-Qualified Stock Option (Right to Buy) | | 03/26/03 | | M | | 20,000 | 01/21/00 (1) | 01/21/09 | COMMON | 20,000(3) | 0 | D |

Explanation of Responses:

- (1) Options granted under 16(b)3 Plan on 03/19/98 and 01/21/99, respectively. First 25% exercisble one year following grant date; remaining installments of 25% each exercisable on susequent anniversaries of grant date.
- (2) Total Grant 16,000. 0 shares previously exercised.
- (3) Total Grant 40,000. 0 shares previously exercised.

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

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

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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^{**}Signature of Reporting Person