TIFFANY & CO Form 4

September 29, 2014

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

response...

burden hours per

See Instruction 1(b).

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(Print or Type Responses)

| 1. Name and KOWALS | OSEPH Syn | nbol | | nd Ticker or Trading O [TIF] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|------------------------------------|---|---------------|---------------------------------|------------------------------|---|---|------------------|--------------------------|--|
| (Last) | (First) | (Middle) 3.] | 3. Date of Earliest Transaction | | | | | | |
| TIFFANY & CO., 727 FIFTH AVENUE | | | onth/Da /25/20 | ay/Year))14 | | below) | | ′ | |
| (Street) | | | 4. If Amendment, Date Original | | | 6. Individual or Joint/Group Filing(Check | | | |
| | | | ed(Mon | th/Day/Ye | ear) | Applicable Line) _X_ Form filed by One Reporting Person | | | |
| NEW YORK, NY 10022 | | | | | | Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Table | e I - Non | -Derivative Securities Acq | quired, Dispos | ed of, or Bene | ficially Owned | |
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | | | Transactio | 4. Securities Acquired (A) or Disposed of (D) | 5. Amount Securities | of 6. Ownersl | 7. Nature on ip Indirect | |

| (City) | (State) | 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. Transactic Code (Instr. 8) | 4. Securit oner Dispos (Instr. 3, | ed of | Price | 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 | 09/25/2014 | | S | 20,821 | A | \$ 97.6239 | 122,852 | D | | | |
| Common Stock | 09/26/2014 | | G | 20,000 (2) | D | \$ 0 | 102,852 | D | | | |
| Common Stock \$.01 Par | | | | | | | 21,572 | I | By Kowalski Family Foundation | | |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Tit | le and | 8. Price of | 9. |
|--|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-----------------|------------|------------|------------------------|----|
| | Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onNumber | | | Amount of | | Derivative Security | D |
| | Security | or Exercise | | any | Code | of | | | Underlying | Se | | |
| | (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | S | | Securities | (Instr. 5) | В |
| | | Derivative | | | | Securities | | | (Instr | . 3 and 4) | | O |
| | | Security | | | | Acquired | | | | | | Fo |
| | | • | | | | (A) or | | | | | | R |
| | | | | | | Disposed | | | | | | Tı |
| | | | | | | of (D) | | | | | | (I |
| | | | | | | (Instr. 3, | | | | | | |
| | | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | Amount | | |
| | | | | | | | Date | Expiration Date | Title 1 | or | | |
| | | | | | | | Exercisable | | | | | |
| | | | | | G 1 17 | (A) (B) | | | | of | | |
| | | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

KOWALSKI MICHAEL JOSEPH TIFFANY & CO. 727 FIFTH AVENUE

NEW YORK, NY 10022

Signatures

/s/ Robyn M. Wapner, 09/29/2014 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).
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$97.41 to \$97.88 per share. The reporting person's broker has provided to the issuer and issuer will provide any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (2) Shares were transferred to the Kowalski Family Foundation.

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.

Reporting Owners 2

9. Nu Deriv Secu Bene Own

Follo Repo Trans Insti

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CHAIRMAN AND CEO