TIFFANY & CO Form 4 January 22, 2016

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. Form 4 or

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

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 Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Cumenal Frederic Issuer Symbol TIFFANY & CO [TIF] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify X_ Officer (give title TIFFANY & CO., 727 FIFTH 01/20/2016 below) **AVENUE** Chief Executive Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

NEW YORK, NY 10022

| (City) | (State) (Z | Zip) Table | I - Non-D | erivative Securities Ac | quired, Disposed | of, or Beneficia | lly 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 onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned | 6. Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership |
| | | | Code V | (A) or Amount (D) Price | Following Reported Transaction(s) (Instr. 3 and 4) | (Instr. 4) | (Instr. 4) |
| Common Stock \$.01 Par | | | | | 20,991 | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | Code | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exerc Expiration D (Month/Day/ | Date | 7. Title and Underlying (Instr. 3 and |
|--|---|---|--------------|---|--|--------------------|---|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (Right to Buy) | \$ 61.8 | 01/20/2016 | A <u>(1)</u> | 230,972 | (2) | 01/20/2026 | Common Stock |
| Performance-based Restricted Stock Units | \$ 0 (3) | 01/20/2016 | A <u>(1)</u> | 101,134 | <u>(4)</u> | <u>(4)</u> | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|---|---------------|-----------|-------------------------|-------|--|
| Reporting Owner Plante, Plantess | Director | 10% Owner | Officer | Other | |
| Cumenal Frederic TIFFANY & CO. 727 FIFTH AVENUE NEW YORK, NY 10022 | X | | Chief Executive Officer | | |

Signatures

/s/ John C. Duffy, Attorney-in-Fact 01/22/2016

**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) Granted pursuant to the Tiffany & Co. 2014 Employee Incentive Plan, which complies with Rule 16(b)-3.
- (2) The option vests in four equal annual installments on January 20, 2017, 2018, 2019 and 2020.
- (3) The performance-based restricted stock units convert to the issuer's common stock on a one-for-one basis.
- All or a percentage of the units will be converted to common stock if issuer satisfies financial performance criteria for the three-year (4) performance period ending January 31, 2019. Performance-based restricted stock units not eligible for conversion at the end of such performance period will be canceled.

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.

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