

TIFFANY & CO
Form 4
April 06, 2017

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 *
De Winter Jennifer

(Last) (First) (Middle)

200 FIFTH AVENUE

(Street)

NEW YORK, NY 10010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TIFFANY & CO [TIF]

3. Date of Earliest Transaction (Month/Day/Year)
04/04/2017

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 Indirect Beneficial Ownership (Instr. 4)		
				Code	V	Amount	(A) or (D)	Price	
Common Stock \$01 Par	04/04/2017		M		11,550	A	\$ 85.45	16,344	D
Common Stock \$01 Par	04/04/2017		M		9,008	A	\$ 61.8	25,352	D
Common Stock \$01 Par	04/04/2017		S		21,100	D	\$ 93.5225	4,252	D

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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 85.45	04/04/2017		M	11,550	<u>(2)</u> 03/18/2025	Common Stock \$.01 Par	11,550
Employee Stock Option (Right to Buy)	\$ 61.8	04/04/2017		M	9,008	<u>(4)</u> 01/20/2026	Common Stock \$.01 Par	9,008

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
De Winter Jennifer 200 FIFTH AVENUE NEW YORK, NY 10010			Senior Vice President	

Signatures

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

04/06/2017

**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 price in Column 4 is a weighted average price. The price actually received ranged from \$93.4600 to \$93.8730 per share. The reporting person's broker has provided to the issuer and the issuer will provide any security holder of the issuer or the SEC staff, upon

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request, information regarding the number of shares sold at each price within the range.

- (2) Option granted pursuant to the Tiffany & Co. 2014 Employee Incentive Plan, which complies with Rule 16b-3, on March 18, 2015. The option vests in four equal annual installments on March 18, 2016, 2017, 2018 and 2019.
- (3) Total grant 23,100 shares. 0 shares previously exercised.
- (4) Option granted pursuant to the Tiffany & Co. 2014 Employee Incentive Plan, which complies with Rule 16b-3, on January 20, 2016. The option vests in four equal annual installments on January 20, 2017, 2018, 2019 and 2020.
- (5) Total grant 36,032 shares. 0 shares previously exercised.

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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