

Cloud Pamela H
Form 4
January 22, 2019

FORM 4

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

OMB APPROVAL

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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 *
Cloud Pamela H

(Last) (First) (Middle)

TIFFANY & CO., 727 FIFTH AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/17/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

SENIOR VICE PRESIDENT

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock \$.01 Par	01/17/2019		M		634 A <u>(1)</u>	30,524	D
Common Stock \$.01 Par	01/17/2019		M		13 A <u>(2)</u>	30,537	D
Common Stock \$.01 Par	01/17/2019		F		282 <u>(3)</u> D \$ 83.39	30,255	D
Common Stock \$.01					530	I	By ESOP

Par

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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 85.26	01/17/2019		A ⁽⁴⁾	17,676	⁽⁵⁾	01/17/2029	Common Stock \$.01 Par
Restricted Stock Units	⁽⁶⁾	01/17/2019		A ⁽⁴⁾	3,244	⁽⁶⁾	⁽⁶⁾	Common Stock \$.01 Par
Performance-based Restricted Stock Units	⁽⁷⁾	01/17/2019		A ⁽⁴⁾	12,962	⁽⁸⁾	⁽⁸⁾	Common Stock \$.01 Par
Restricted Stock Units	⁽¹⁾	01/17/2019		M	634	⁽¹⁾	⁽¹⁾	Common Stock \$.01 Par
Dividend Equivalent Units	⁽²⁾	01/17/2019		M	13	⁽²⁾	⁽²⁾	Common Stock \$.01 Par

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Cloud Pamela H
TIFFANY & CO.
727 FIFTH AVENUE
NEW YORK, NY 10022

SENIOR VICE PRESIDENT

Signatures

/s/ Catherine W.H. So,
Attorney-in-Fact

01/22/2019

__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 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.
Settlement of dividend equivalent units in connection with vesting of restricted stock units. The dividend equivalent units accrued when and as dividends were paid on the issuer's common stock and vested proportionately with the restricted stock units to which they relate. The dividend equivalent units convert to the issuer's common stock on a one-for-one basis.
 - (2) Shares withheld to cover taxes on vested restricted stock units and dividend equivalent units pursuant to issuer's default equity vesting procedures.
 - (3) Granted pursuant to the Tiffany & Co. 2014 Employee Incentive Plan, which complies with Rule 16b-3.
 - (4) The option vests in four equal annual installments on January 17, 2020, 2021, 2022 and 2023.
 - (5) 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, 2020, 2021, 2022 and 2023.
 - (6) 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 performance period ending January 31, 2022. Performance-based restricted stock units not eligible for conversion at the end of such performance period will be canceled.
 - (7) 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 performance period ending January 31, 2022. 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.