### Edgar Filing: TIFFANY & CO - Form 4

TIFFANY &	CO								
Form 4									
January 21, 2	014								
FORM	Δ								PPROVAL
	UNITED	STATES		ITIES A hington,			COMMISSION	OMB Number:	3235-0287
Check this if no long								Expires:	January 31,
subject to Section 10	5 STATEMENT OF CHANGES IN BENEFICIAL OWN				NERSHIP OF	Estimated a			
	Form 4 or						response 0.5		
Form 5 obligation	$^{18}$ Section 17(						ge Act of 1934, of 1935 or Sectio	on	
may conti <i>See</i> Instru 1(b).	nue.			•	•	Act of 19			
(Print or Type R	esponses)								
1. Name and Address of Reporting Person <u>*</u> Ledru Anthony			2. Issuer Name <b>and</b> Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
	•		-	Y & CO	[TIF]				<b>`</b>
(Last)	(First) (1	Middle)	3. Date of	Earliest Tra	ansaction		(Che	ck all applicable	e)
			(Month/Day/Year)			Director		6 Owner	
TIFFANY & AVENUE	2 CO., 727 FIFT	H	01/16/20	014			X Officer (giv below) SENIOR	e title Oth below) VICE PRESID	er (specify DENT
	(Street)		4. If Amer	ndment, Dat	te Original		6. Individual or J	oint/Group Filin	ng(Check
			Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
NEW YORK	K, NY 10022						Person	More than One Ro	eporting
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurities Ac	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Executi any		Code	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D) 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	<ul><li>(A)</li><li>or</li><li>(D) Price</li></ul>	Transaction(s) (Instr. 3 and 4)		
Common							700	T	Dry Seramo
Stock \$.01 Par							700	Ι	By Spouse

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

Persons who respond to the collection of information contained in this form are not 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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day	Date	7. Title and A Underlying S (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Performance-based Restricted Stock Units	\$ 0 <u>(1)</u>	01/16/2014		A <u>(2)</u>	7,600	(3)	(3)	Common Stock
Employee Stock Option (Right to Buy)	\$ 88.77	01/16/2014		A <u>(2)</u>	11,000	<u>(4)</u>	01/16/2024	Common Stock

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
Ledru Anthony TIFFANY & CO. 727 FIFTH AVENUE NEW YORK, NY 10022			SENIOR VICE PRESIDENT			
Signatures						

## Signatures

/s/ Patrick B.	01/21/2014		
<u>Dorsey</u> <u>**</u> Signature of	Date		
Reporting Person	Dute		

## **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 performance-based restricted stock units convert to the company's common stock on a one-for-one basis.
- (2) Granted pursuant to the Tiffany & Co. 2005 Employee Incentive Plan, which complies with Rule 16(b)-3.
- All or a percentage of the units will be converted to common stock if issuer satisfies financial performance criteria for the three-year (3) performance period ending January 31, 2017. Performance-based restricted stock units not eligible for conversion at the end of the
- performance period will be canceled.
- (4) The option vests in four equal annual installments on January 16, 2015, 2016, 2017 and 2018.

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.