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 Repo De Winter Jennifer	rting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
		TIFFANY & CO [TIF]	(Check all applicable)		
(Last) (First)	(Middle)	3. Date of Earliest Transaction			
200 FIFTH AVENUE		(Month/Day/Year) 01/20/2016	Director 10% OwnerX Officer (give title Other (specification) below) Senior Vice President		
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
NEW YORK, NY 10010		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

					1 CISOII		
(City)	(State)	(Zip)	Table I - Non	-Derivative Securities A	Acquired, Disposed of	f, or Benefic	ially Owned
1 Title of	2 Tuomanat	ion Doto 24 D	amad 2	1 Committee	5 Amount of	6	7 Notuma

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Ownership	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	(D) or	Ownership
					Following	Indirect (I)	(Instr. 4)
				(4)	Reported	(Instr. 4)	
				(A)	Transaction(s)		
			$\alpha + w$	or	(Instr. 3 and 4)		
			Code V	Amount (D) Price			

No Securities

Are Beneficially

0 D

Owned

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

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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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 61.8	01/20/2016		A(1)	36,032	(2)	01/20/2026	Common Stock
Performance-based Restricted Stock Units	\$ 0 (3)	01/20/2016		A <u>(1)</u>	15,778	<u>(4)</u>	<u>(4)</u>	Common Stock

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 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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