TIFFANY & CO Form 4 March 17, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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 See Instruction

1(b).

Stock \$.01

(Print or Type Responses)

1. Name and Address of Reporting Pers Barresi John S	2. Issuer Name and Ticker or Trading Symbol TIFFANY & CO [TIF]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Midd	le) 3. Date of Earliest Transaction	(Check all applicable)				
	(Month/Day/Year)	Director 10% Owner				
TIFFANY & CO., 727 FIFTH AVENUE	03/15/2017	X Officer (give title Other (specify below) VP-PRINC. ACCTG. OFF				
(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				
NEW YORK, NY 10022		Form filed by More than One Reporting Person				

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	spose	d of (D)	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)
Common Stock \$.01 Par	03/15/2017		A	1,108 (1)	A	\$ 0 (2)	5,724 <u>(3)</u>	D	
Common Stock \$.01 Par	03/16/2017		F	166 (4)	D	\$ 90.185	5,558 <u>(5)</u>	D	
Common Stock \$.01 Par							257	I	BY 401K
Common							39	I	BY ESOP

Par

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. Transa Code (Instr.	ctio	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and ant of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Barresi John S TIFFANY & CO. 727 FIFTH AVENUE NEW YORK, NY 10022

VP-PRINC, ACCTG, OFF

Signatures

/s/ John C. Duffy, 03/17/2017 Attorney-in-Fact

**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).
- Represents a grant of unvested restricted stock units. These restricted stock units vest in four equal annual installments on March 15, 2018, 2019, 2020 and 2021.
- (2) Given for no consideration.
- (3) 4,542 shares in the total are unvested restricted stock units.

Reporting Owners 2

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- (4) Shares withheld to cover taxes on vested restricted stock units pursuant to issuer's default equity vesting procedures.
- (5) 4,150 shares in the total are unvested restricted stock units.

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.