

TIFFANY & CO
Form 3
April 10, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â NICOLETTI RALPH J		(Month/Day/Year)	TIFFANY & CO [TIF]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
727 FIFTH AVENUE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
NEW YORK, Â NY Â 10022			PRINCIPAL FINANCIAL OFFICER	
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
No Securities Beneficially Owned	0	D	Â

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

SEC 1473 (7-02)

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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		(I) (Instr. 5)	
Employee Stock Option (Right to Buy) ⁽¹⁾	Â ⁽²⁾	03/19/2024	Common Stock	29,976	\$ 92.79	D	Â
Restricted Stock Units ⁽¹⁾	Â ⁽³⁾	Â ⁽³⁾	Common Stock	16,166	\$ 0 ⁽³⁾	D	Â
Performance-based Restricted Stock Units ⁽¹⁾	Â ⁽⁴⁾	Â ⁽⁴⁾	Common Stock	16,166	\$ 0 ⁽⁵⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NICOLETTI RALPH J 727 FIFTH AVENUE NEW YORK, NY 10022	Â	Â	Â PRINCIPAL FINANCIAL OFFICER	Â

Signatures

/s/ Leigh M. Harlan,
Attorney-in-Fact

04/10/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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. 2005 Employee Incentive Plan, which complies with Rule 16(b)-3.
- (2) The option vests in four equal annual installments on March 19, 2015, 2016, 2017 and 2018.
- (3) The restricted stock units convert to the company's common stock on a one-for-one basis and will vest in a single installment on the third anniversary of the grant date, March 19, 2017, assuming continued employment.
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, 2017. Performance-based restricted stock units not eligible for conversion at the end of the performance period will be canceled.
- (5) The performance-based restricted stock units convert to the company's common stock on a one-for-one basis.

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.