

TIFFANY & CO
Form 3
April 10, 2015

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 Bellaiche Jean-Marc | | (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) |
| 200 FIFTH AVENUE | | 04/01/2015 | | |
| (Street) | | | (Check all applicable) | |
| NEW YORK, Â NY Â 10010 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SENIOR VICE PRESIDENT | |
| (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 Are 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 | | | |

Edgar Filing: TIFFANY & CO - Form 3

| | | | | Shares | | (I) (Instr. 5) | |
|---|------------------|------------------|--------------|--------|---------------------|-------------------|---|
| Restricted Stock Units ⁽¹⁾ | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock | 5,589 | \$ 0 ⁽²⁾ | D | Â |
| Employee Stock Option (Right to Buy) ⁽¹⁾ | Â ⁽³⁾ | 07/16/2024 | Common Stock | 21,000 | \$ 100.65 | D | Â |
| Employee Stock Option (Right to Buy) ⁽¹⁾ | Â ⁽⁴⁾ | 01/14/2025 | Common Stock | 25,000 | \$ 86.74 | D | Â |
| Performance-based Restricted Stock Units ⁽¹⁾ | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Common Stock | 12,800 | \$ 0 ⁽⁶⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bellaiche Jean-Marc 200 FIFTH AVENUE NEW YORK, NY 10010 | Â | Â | Â SENIOR VICE PRESIDENT | Â |

Signatures

/s/ John C. Duffy,
Attorney-in-Fact

04/10/2015

**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. 2014 Employee Incentive Plan, which complies with Rule 16(b)-3.
- (2) The restricted stock units convert to the issuer's common stock on a one-for-one basis and will vest in three equal installments on July 16, 2015, 2016 and 2017.
- (3) The option vests in three equal annual installments on July 16, 2015, 2016, 2017.
- (4) The option vests in four equal annual installments on January 14, 2016, 2017, 2018 and 2019.
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, 2018. Performance-based restricted stock units not eligible for conversion at the end of such performance period will be canceled.
- (6) The performance-based restricted stock units convert to the issuer'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.