Cloud Pamela H Form 4 January 19, 2018

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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)

(Ctota)

1(b).

Par

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Cloud Pamela H Issuer Symbol TIFFANY & CO [TIF] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner \_X\_\_ Officer (give title \_ \_\_ Other (specify TIFFANY & CO., 727 FIFTH 01/17/2018 below) **AVENUE** SENIOR VICE PRESIDENT (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 Form filed by More than One Reporting NEW YORK, NY 10022 Person

(City)	(State) (2	Table	I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4	(A) or 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						27,261	D		
Common Stock \$.01						520	I	By ESOP	

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

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**OMB APPROVAL** 

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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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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)	\$ 108.99	01/17/2018		A <u>(1)</u>	13,844	(2)	01/17/2028	Common Stock \$.01 Par
Performance-based Restricted Stock Units	(3)	01/17/2018		A <u>(1)</u>	10,140	<u>(4)</u>	<u>(4)</u>	Common Stock \$.01 Par
Restricted Stock Units	<u>(5)</u>	01/17/2018		A(1)	2,536	<u>(5)</u>	<u>(5)</u>	Common Stock \$.01 Par

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Cloud Pamela H TIFFANY & CO. 727 FIFTH AVENUE NEW YORK, NY 10022

SENIOR VICE PRESIDENT

## **Signatures**

/s/ John C. Duffy, 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).
- (1) Granted pursuant to the Tiffany & Co. 2014 Employee Incentive Plan, which complies with Rule 16b-3.
- (2) The option vests in four equal annual installments on January 17, 2019, 2020, 2021 and 2022.
- (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 performance period ending January 31, 2021. Performance-based restricted stock units not eligible for conversion at the end of such performance period will be canceled.

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(5) The restricted stock units convert to the issuer's common stock on a one-for-one basis and will vest in four equal annual installments on January 17, 2019, 2020, 2021 and 2022.

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.