

TIFFANY & CO
Form 4
April 12, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Harlan Leigh M.

(Last) (First) (Middle)
TIFFANY & CO., 200 FIFTH AVENUE
(Street)

NEW YORK, NY 10010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TIFFANY & CO [TIF]

3. Date of Earliest Transaction (Month/Day/Year)
04/10/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

SENIOR VICE PRESIDENT

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
Common Stock \$.01 Par				(A) or (D)	2,411 ⁽¹⁾	D	
Common Stock \$.01 Par				(A) or (D)	12	I	BY ESOP

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

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SEC 1474 (9-02)

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. Code	5. Transaction Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
Dividend Equivalent Units	<u>(2)</u>	04/10/2017		A	88	<u>(3)</u> <u>(3)</u>	Common Stock \$01 Par	88 \$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harlan Leigh M. TIFFANY & CO. 200 FIFTH AVENUE NEW YORK, NY 10010			SENIOR VICE PRESIDENT	

Signatures

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

04/12/2017

__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) 108 shares in the total are unvested restricted stock units.

(2) Represents dividend equivalent units accrued on April 10, 2017 in respect of restricted stock units and performance-based restricted stock units granted to the reporting person on January 19, 2017 and restricted stock units granted to the reporting person on March 16, 2017, in each case pursuant to the Tiffany & Co. 2014 Employee Incentive Plan, which complies with Rule 16b-3. The dividend equivalent units convert to the issuer's common stock on a one-for-one basis.

(3) The dividend equivalent units will vest proportionately with the underlying restricted stock units or performance-based restricted stock units to which they relate. The dividend equivalent units credited for the restricted stock units granted on January 19, 2017 will vest in four equal annual installments on January 19, 2018, 2019, 2020 and 2021. The dividend equivalent units credited for the restricted stock units granted on March 16, 2017 in each case will vest in three equal annual installments on March 16, 2018, 2019, and 2020. All or a percentage of the dividend equivalent units credited for the performance-based restricted stock units granted on January 19, 2017 will vest if issuer satisfies financial performance criteria for the three-year performance period ending January 31, 2020. Dividend equivalent units

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credited in respect of such performance-based restricted stock units that are not eligible for conversion at the end of such performance period will be cancelled.

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.