

Harlan Leigh M.  
Form 4  
January 23, 2019

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
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(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)

01/19/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

SENIOR VICE PRESIDENT

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock \$.01<br>Par          | 01/19/2019                              |                                                             | M                                       | 681 A <u>(1)</u>                                                        | 6,137                                                                                                              | D                                                                    |                                         |
| Common<br>Stock \$.01<br>Par          | 01/19/2019                              |                                                             | M                                       | 28 A <u>(2)</u>                                                         | 6,165                                                                                                              | D                                                                    |                                         |
| Common<br>Stock \$.01<br>Par          | 01/19/2019                              |                                                             | F                                       | 285 <u>(3)</u> D \$<br>88.15                                            | 5,880                                                                                                              | D                                                                    |                                         |
| Common<br>Stock \$.01                 |                                         |                                                             |                                         |                                                                         | 12                                                                                                                 | I                                                                    | BY ESOP                                 |

Par

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

**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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. Price<br>of<br>Derivative<br>Security<br>(Instr. 3) |                                        |    |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|--------------------------------------------------------|----------------------------------------|----|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                                  | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                                  | Amount<br>or<br>Number<br>of<br>Shares |    |
| Restricted<br>Stock<br>Units                        | <u>(1)</u>                                                         | 01/19/2019                              |                                                             | M                                    |                                                                                                                    | 681                                                            |     | <u>(1)</u>                                                          | <u>(1)</u>         | Common<br>Stock<br>\$.01 Par                           | 681                                    | \$ |
| Dividend<br>Equivalent<br>Units                     | <u>(2)</u>                                                         | 01/19/2019                              |                                                             | M                                    |                                                                                                                    | 28                                                             |     | <u>(2)</u>                                                          | <u>(2)</u>         | Common<br>Stock<br>\$.01 Par                           | 28                                     | \$ |

## Reporting Owners

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

## Signatures

/s/ Catherine W.H. So,  
Attorney-in-Fact

01/23/2019

\_\_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) 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 19, 2018, 2019, 2020 and 2021.

(2) Settlement of dividend equivalent units in connection with vesting of restricted stock units. The dividend equivalent units accrued when and as dividends were paid on the issuer's common stock and vested proportionately with the restricted stock units to which they relate. The dividend equivalent units convert to the issuer's common stock on a one-for-one basis.

(3) Shares withheld to cover taxes on vested restricted stock units and dividend equivalent units pursuant to issuer's default equity vesting procedures.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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