

TIFFANY & CO
Form 4
March 31, 2008

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 *			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer	
FERNANDEZ JAMES N			TIFFANY & CO [TIF]		(Check all applicable)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	
TIFFANY & CO., 727 FIFTH AVENUE			03/27/2008		<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		EXEC. VICE PRESIDENT AND CFO	
NEW YORK, NY 10022					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	
(City)	(State)	(Zip)				

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)		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)
				Code	V Amount (D) Price			
Common Stock \$.01 Par	03/27/2008		M	44,000	A	81,000	D	
Common Stock \$.01 Par	03/28/2008		S	100 ⁽²⁾	D	\$ 40.69 80,900	D	
Common Stock \$.01 Par	03/28/2008		S	400 ⁽²⁾	D	\$ 40.68 80,500	D	
Common Stock \$.01	03/28/2008		S	1,000 ⁽²⁾	D	\$ 40.64 79,500	D	

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Par								
Common Stock \$.01 Par	03/28/2008	S	200 <u>(2)</u>	D	\$ 40.7	79,300	D	
Common Stock \$.01 Par	03/28/2008	S	51 <u>(2)</u>	D	\$ 41.28	79,249	D	
Common Stock \$.01 Par	03/28/2008	S	23,214 <u>(2)</u>	D	\$ 39.9	56,035	D	
Common Stock \$.01 Par						136	I	ESOP

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

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(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. Transaction Code (Instr. 8)	5. 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 Security (Instr. 3 and 4)
Performance-based Restricted Stock Units	<u>(1)</u>	03/27/2008		M	44,000	<u>(1)</u> <u>(1)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERNANDEZ JAMES N TIFFANY & CO. 727 FIFTH AVENUE NEW YORK, NY 10022			EXEC. VICE PRESIDENT AND CFO	

Signatures

/s/ Patrick B. Dorsey,
Attorney-in-Fact

03/28/2008

__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).

- Each performance-based restricted stock unit represented a contingent right to receive a share of issuer's common stock upon satisfaction of financial performance criteria for the three-year performance period ended January 31, 2008 and publication of issuer's financial statements for the fiscal year-ended on that date. Units were granted pursuant to the Tiffany & Co. 1998 Employee Incentive Plan, which complies with Rule 16(b)-3. Units not eligible for conversion at the end of the performance period would have been canceled.
- (1)
 - (2) Shares were sold to cover taxes on vested restricted stock units.

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.