

Bogliolo Alessandro
 Form 4
 January 19, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 Bogliolo Alessandro

(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)
 01/17/2018

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)

Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| No Securities Are Beneficially Owned | | | | | 0 | D | |

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

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SEC 1474 (9-02)

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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. 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 Underlying (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|-----------------|--|
| | | | | | | Date Exercisable | Expiration Date | |
| Employee Stock Option (Right to Buy) | \$ 108.99 | 01/17/2018 | | A ⁽¹⁾ | 169,092 | ⁽²⁾ | 01/17/2028 | Common Stock \$.01 Par |
| Employee Stock Option (Right to Buy) | \$ 108.99 | 01/17/2018 | | A ⁽¹⁾ | 70,143 | ⁽³⁾ | 01/17/2028 | Common Stock \$.01 Par |
| Performance-based Restricted Stock Units | ⁽⁴⁾ | 01/17/2018 | | A ⁽¹⁾ | 61,934 | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock \$.01 Par |
| Restricted Stock Units | ⁽⁶⁾ | 01/17/2018 | | A ⁽¹⁾ | 12,846 | ⁽⁶⁾ | ⁽⁶⁾ | Common Stock \$.01 Par |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bogliolo Alessandro TIFFANY & CO. 200 FIFTH AVENUE NEW YORK, NY 10010 | X | | Chief Executive Officer | |

Signatures

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

01/19/2018

**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 option vests in three equal annual installments on October 2, 2018, 2019 and 2020.
- (4) The performance-based restricted stock units convert to the issuer's common stock on a one-for-one basis.

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- 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.
- (5)
- (6) The restricted stock units convert to the issuer's common stock on a one-for-one basis and will vest in three equal annual installments on October 2, 2018, 2019 and 2020.

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.