

Galtie Philippe
Form 4
January 24, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
Galtie Philippe

(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)
01/22/2018

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)
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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock \$.01 Par | 01/22/2018 | | M | | 9,706 | A | \$ 81.44 |
| Common Stock \$.01 Par | 01/22/2018 | | M | | 4,194 | A | \$ 79.23 |
| Common Stock \$.01 Par | 01/22/2018 | | M | | 15,938 | A | \$ 61.8 |
| Common Stock | 01/22/2018 | | S | | 24,758 | D | \$ 6,187 |
| | | | | | | | 109.7917 |

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\$.01 Par

(1)

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. 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 Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 81.44 | 01/22/2018 | | M | 9,706 | <u>(2)</u> 09/16/2025 | Common Stock \$\$.01 Par | 9,706 | |
| Employee Stock Option (Right to Buy) | \$ 79.23 | 01/22/2018 | | M | 4,194 | <u>(4)</u> 01/19/2027 | Common Stock \$\$.01 Par | 4,194 | |
| Employee Stock Option (Right to Buy) | \$ 61.8 | 01/22/2018 | | M | 15,938 | <u>(6)</u> 01/20/2026 | Common Stock \$\$.01 Par | 15,938 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Galtie Philippe TIFFANY & CO. 200 FIFTH AVENUE NEW YORK, NY 10010 | | | Senior Vice President | |

Signatures

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

01/24/2018

__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).
The price in Column 4 is a weighted average price. The price actually received ranged from 109.7000 to \$109.9328 per share. The
- (1) reporting person's broker has provided to the issuer and the issuer will provide any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (2) Option granted pursuant to the Tiffany & Co. 2014 Employee Incentive Plan, which complies with Rule 16b-3, on September 16, 2015. The option vests in four equal annual installments on September 16, 2016, 2017, 2018 and 2019.
- (3) Total grant 19,410 shares. 0 shares previously exercised.
- (4) Option granted pursuant to the Tiffany & Co. 2014 Employee Incentive Plan, which complies with Rule 16b-3, on January 19, 2017. The option vests in four equal annual installments on January 19, 2018, 2019, 2020 and 2021.
- (5) Total grant 16,776 shares. 0 shares previously exercised.
- (6) Option granted pursuant to the Tiffany & Co. 2014 Employee Incentive Plan, which complies with Rule 16b-3, on January 20, 2016. The option vests in four equal annual installments on January 20, 2017, 2018, 2019 and 2020.
- (7) Total grant 31,876 shares. 0 shares previously exercised.

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.