Galtie Philippe Form 4 January 12, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Galtie Philippe Issuer Symbol TIFFANY & CO [TIF] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify TIFFANY & CO., 200 FIFTH 01/10/2018 below) below) **AVENUE** Senior Vice President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10010 Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common Stock \$.01 D 1.346

Par

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Galtie Philippe - Form 4

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. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derivati Security (Instr. 5
				Code V	/ (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Units (1)	<u>(2)</u>	01/10/2018		A	99	(3)	(3)	Common Stock \$.01 Par	99	\$ 0

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

01/12/2018

**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) Registrant's transfer agent maintains a direct stock purchase program for Registrant's stockholders with a dividend reinvestment feature.

 Accordingly, pursuant to Rule 16a-11, dividend equivalent units will no longer be reported on a Form 4 at the time of accrual.
- Represents dividend equivalent units accrued on January 10, 2018 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 July 19, 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.
 - 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 July 19, 2017 will vest in four equal annual installments on July 19, 2018, 2019, 2020 and 2021. All or a percentage of
- the dividend equivalent units credited for the performance-based restricted stock units granted on January 19, 2017 will vest in four equal annual installments on July 19, 2018, 2019, 2020 and 2021. 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 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.

Reporting Owners 2

Edgar Filing: Galtie Philippe - Form 4

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.