

TIFFANY & CO  
Form 4  
January 30, 2015

**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 \*  
MARQUIS CHARLES K.

(Last) (First) (Middle)

TIFFANY & CO., 727 FIFTH AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
TIFFANY & CO [TIF]

3. Date of Earliest Transaction (Month/Day/Year)  
01/28/2015

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)

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Common Stock<br>\$.01 Par       | 05/16/2014                           |  | G                              | V 979 <sup>(1)</sup>  | D \$ 0  | 48,780   | D   |
| Common Stock<br>\$.01 Par       | 12/03/2014                           |  | G                              | V 500 <sup>(2)</sup>  | D \$ 0  | 28,682 <sup>(3)</sup>                                    | I<br>By Revocable Trust <sup>(4)</sup>                |
| Common Stock<br>\$.01 Par       | 01/28/2015                           |  | M                              | 10,000  | A \$ 39.64  | 58,780 <sup>(5)</sup>                                    | D   |
| Common Stock                    | 01/28/2015                           |  | S                              | 10,000  | D \$ 90.5826  | 48,780 <sup>(5)</sup>                                    | D   |

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|              |            |        |                                 |
|--------------|------------|--------|---------------------------------|
| \$ .01 Par   | <u>(6)</u> |        |                                 |
| Common Stock |            | 56,000 | I                               |
| \$ .01 Par   |            |        | By Irrevocable Trust <u>(7)</u> |

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.**

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |
| Non-Qualified Stock Option (Right to Buy)  | \$ 39.64   | 01/28/2015                           |  | M                              | 10,000  | <u>(8)</u> 01/19/2016                                    | Common Stock \$ .01 Par                                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MARQUIS CHARLES K.<br>TIFFANY & CO.<br>727 FIFTH AVENUE<br>NEW YORK, NY 10022 | X             |           |         |       |

## Signatures

/s/ Ewa M. Abrams,  
Attorney-in-Fact

01/30/2015

\*\*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) Shares transferred to the Charles and Cynthia Marquis Joint Revocable Trust dated 12/8/03.

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- (2) Shares were transferred to a 501(c)(3) entity.
- (3) 979 shares were transferred on 5/16/14 from directly owned shares to the Charles and Cynthia Marquis Joint Revocable Trust dated 12/8/03. On 12/3/14 the Charles and Cynthia Marquis Joint Revocable Trust dated 12/8/03 transferred 500 shares to a 501(c)(3) entity.
- (4) Charles and Cynthia Marquis Joint Revocable Trust dated 12/8/03.
- (5) 780 shares in the total is an unvested restricted stock grant.  
The price in Column 4 is a weighted average price. The prices actually received ranged from \$90.2530 to \$90.8200 per share. The reporting person's broker has provided to the issuer and 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.
- (6) Irrevocable Trust titled "Marquis 2012 Children's Trust." Reporting person is the sole trustee of the trust. Reporting person disclaims beneficial ownership of Tiffany & Co. stock held by the Marquis 2012 Children's Trust.
- (7) Options granted pursuant to the Tiffany & Co. 1998 Director Option Plan, which complies with Rule 16b-3, on January 19, 2006. The option vested in two equal annual installments on January 19, 2007 and 2008.
- (8) Total grant 10,000 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.