TIFFANY & CO Form 4

September 30, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

Expires:

January 31, 2005

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Check this box

obligations may continue. See Instruction

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * FISH LAWRENCE K

> (First) (Middle)

TIFFANY & CO., 727 FIFTH **AVENUE**

(Street)

2. Issuer Name and Ticker or Trading Symbol

TIFFANY & CO [TIF]

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year) 09/29/2014

Filed(Month/Day/Year)

X_ Director

10% Owner Other (specify

Officer (give title below)

6. Individual or Joint/Group Filing(Check Applicable Line)

5. Amount of

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

NEW YORK, NY 10022

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

4. Securities Acquired 3. Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

10,000

Securities Beneficially Owned Following

6. Ownership Form: Direct (D) or Indirect (I)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Reported (Instr. 4) (A) Transaction(s) or

Common

Par

Stock \$.01 09/29/2014 Code V Amount

M

(D) Price (Instr. 3 and 4)

D

40,489 (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)

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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 orDerivative Securities Acquired (A) or Disposed of (D)	6. Date Exer Expiration D (Month/Day	te Underlying Securit		
	·			Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (Right to Buy)	\$ 48.88	09/29/2014		M	10,000	(2)	05/15/2018	Common Stock	10,0

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
FISH LAWRENCE K TIFFANY & CO. 727 FIFTH AVENUE NEW YORK, NY 10022	X						

Signatures

/s/ Robyn M. Wapner,
Attorney-in-Fact
09/30/2014

**Signature of Reporting Person

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) 780 shares in the total are restricted stock units. The restricted stock units vest 100% on the first anniversary of the grant date.

Date

- (2) Granted Pursuant to the Tiffany & Co. 2008 Directors Equity Compensation Plan, which complies with Rule 16b-3, on May 15, 2008. The option became exercisable on the grant date.
- (3) Total grant 20,000 shares. 10,000 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.

Reporting Owners 2