

Davey Andrea
Form 4
March 19, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Davey Andrea

(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)

03/15/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock \$.01 Par	03/15/2019		M	415 A <u>(1)</u>	3,484	D	
Common Stock \$.01 Par	03/15/2019		M	17 A <u>(2)</u>	3,501	D	
Common Stock \$.01 Par	03/15/2019		F	144 <u>(3)</u> D \$ 96.405	3,357	D	
Common Stock \$.01	03/16/2019		M	534 A <u>(4)</u>	3,891	D	

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Par

Common Stock \$.01 Par	03/16/2019	F	179 ⁽³⁾	D	\$ 96.88	3,712	D
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Common Stock \$.01 Par	03/18/2019	M	439	A ⁽⁵⁾		4,151	D
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Common Stock \$.01 Par	03/18/2019	F	150 ⁽³⁾	D	\$ 96.88	4,001	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Securities (Instr. 3 and 4)		8. Price of Derivative Securities (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	03/15/2019		M		415		<u>(1)</u>	<u>(1)</u>	Common Stock \$.01 Par	415	\$
Dividend Equivalent Units	<u>(2)</u>	03/15/2019		M		17		<u>(2)</u>	<u>(2)</u>	Common Stock \$.01 Par	17	\$
Restricted Stock Units	<u>(4)</u>	03/16/2019		M		534		<u>(4)</u>	<u>(4)</u>	Common Stock \$.01 Par	534	\$
Restricted Stock Units	<u>(5)</u>	03/18/2019		M		439		<u>(5)</u>	<u>(5)</u>	Common Stock \$.01 Par	439	\$

Reporting Owners

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

Signatures

/s/ Catherine W.H. So, Attorney-in-Fact	03/19/2019
__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) The restricted stock units convert to the issuer's common stock on a one-for-one basis and will vest in four equal annual installments on March 15, 2018, 2019, 2020 and 2021.

Settlement of dividend equivalent units in connection with vesting of restricted stock units. The dividend equivalent units accrued when
(2) and as dividends were paid on the issuer's common stock and vested proportionately with the restricted stock units to which they relate. The dividend equivalent units convert to the issuer's common stock on a one-for-one basis.
- (3) Shares withheld to cover taxes on vested restricted stock units and dividend equivalent units pursuant to issuer's default equity vesting procedures.
- (4) 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 March 16, 2017, 2018, 2019 and 2020.
- (5) The restricted stock units convert to the issuer's common stock on a one-for-one basis and will vest in two equal annual installments on March 18, 2016, 2017, 2018 and 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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