

Davey Andrea  
 Form 3  
 February 07, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Davey Andrea		(Month/Day/Year)	TIFFANY & CO [TIF]	
(Last)	(First)	(Middle)	02/01/2018	
TIFFANY & CO., 200 FIFTH AVENUE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK, NY 10010			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Senior Vice President	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock \$.01 Par	2,850	D	

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Restricted Stock Units <sup>(1)</sup>	Â <sup>(2)</sup>	Â <sup>(2)</sup>	Common Stock \$.01 Par 405 \$ <sup>(2)</sup>	D Â
Restricted Stock Units <sup>(3)</sup>	Â <sup>(4)</sup>	Â <sup>(4)</sup>	Common Stock \$.01 Par 878 \$ <sup>(4)</sup>	D Â
Restricted Stock Units <sup>(3)</sup>	Â <sup>(5)</sup>	Â <sup>(5)</sup>	Common Stock \$.01 Par 1,602 \$ <sup>(5)</sup>	D Â
Restricted Stock Units <sup>(3)</sup>	Â <sup>(6)</sup>	Â <sup>(6)</sup>	Common Stock \$.01 Par 1,660 \$ <sup>(6)</sup>	D Â
Restricted Stock Units <sup>(3)</sup>	Â <sup>(7)</sup>	Â <sup>(7)</sup>	Common Stock \$.01 Par 1,092 \$ <sup>(7)</sup>	D Â
Employee Stock Option (Right to Buy) <sup>(3)</sup>	Â <sup>(8)</sup>	01/17/2028	Common Stock \$.01 Par 5,952 \$ 108.99	D Â
Dividend Equivalent Units <sup>(9)</sup>	Â <sup>(10)</sup>	Â <sup>(10)</sup>	Common Stock \$.01 Par 33 \$ <sup>(11)</sup>	D Â
Performance-based Restricted Stock Units <sup>(3)</sup>	Â <sup>(12)</sup>	Â <sup>(12)</sup>	Common Stock \$.01 Par 4,360 \$ <sup>(13)</sup>	D Â

## Reporting Owners

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

## Signatures

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

02/07/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Granted pursuant to the Tiffany & Co. 2005 Employee Incentive Plan, which complies with Rule 16b-3.
- (2) The restricted stock units convert to the issuer's common stock on a one-for-one basis and will vest in a single installment on March 19, 2018.
- (3) Granted pursuant to the Tiffany & Co. 2014 Employee Incentive Plan, which complies with Rule 16b-3.
- (4) 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, 2018 and March 18, 2019.
- (5) 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, 2018, March 16, 2019 and March 16, 2020.
- (6) 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.
- (7) 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 January 17, 2019, 2020, 2021 and 2022.
- (8) The option vests in four equal annual installments on January 17, 2019, 2020, 2021 and 2022.
- (9) 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 not be reported on a Form 4 at the time of accrual.  
The dividend equivalent units will vest proportionately with the underlying restricted stock units to which they relate. The dividend equivalent units credited in respect of the restricted stock units granted on March 15, 2017 will vest in four equal annual installments on March 15, 2018, 2019, 2020 and 2021.
- (10) Represents dividend equivalent units accrued on April 10, 2017, July 10, 2017, October 10, 2017 and January 10, 2018 in respect of restricted stock units granted to the reporting person on March 15, 2017. The dividend equivalent units convert to the issuer's common stock on a one-for-one basis.
- (11) All or a percentage of the units will be converted to common stock if issuer satisfies financial performance criteria for the three-year performance period ending January 31, 2021. Performance-based restricted stock units not eligible for conversion at the end of such performance period will be canceled.
- (12) The performance-based restricted stock units convert to the issuer's common stock on a one-for-one basis.
- (13) The performance-based restricted stock units convert to the issuer's common stock on a one-for-one basis.

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.