

MCGUINESS PATRICK F
Form 4
January 19, 2010

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 *
MCGUINESS PATRICK F

(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)
01/14/2010

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)
SENIOR VICE PRESIDENT-FINANCE

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 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock \$01 Par | 01/14/2010 | | M | | 6,000 | A | \$ 38.1094 |
| Common Stock \$01 Par | 01/14/2010 | | M | | 2,000 | A | \$ 42.0782 |
| Common Stock \$01 Par | 01/14/2010 | | M | | 5,000 | A | \$ 32.47 |
| Common Stock \$01 | 01/14/2010 | | M | | 7,000 | A | \$ 34.02 |

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| | | | | | | | | | |
|------------------------------|------------|---|--------|---|---------------------------------|----------------------|--|---|---------|
| Par | | | | | | | | | |
| Common Stock \$.01 Par | 01/14/2010 | M | 3,000 | A | \$ 35.955 | 26,256 | | D | |
| Common Stock \$.01 Par | 01/14/2010 | S | 7,375 | D | \$ <u>46.348</u> ⁽¹⁾ | 18,881 | | D | |
| Common Stock \$.01 Par | 01/14/2010 | S | 12,727 | D | \$ <u>46.027</u> ⁽²⁾ | 6,154 ⁽³⁾ | | D | |
| Common Stock \$.01 Par | | | | | | 414.8734 | | I | By ESOP |
| Common Stock \$.01 Par | | | | | | 215.8711 | | I | By 401K |

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (Right to Buy) | \$ 42.0782 | 01/14/2010 | | M | 2,000 | <u>(4)</u> 01/20/2010 | Common Stock | 2,000 | |
| Non-Qualified Stock Option (Right to Buy) | \$ 38.1094 | 01/14/2010 | | M | 6,000 | <u>(6)</u> 03/16/2010 | Common Stock | 6,000 | |
| Non-Qualified Stock Option | \$ 32.47 | 01/14/2010 | | M | 5,000 | <u>(8)</u> 01/18/2011 | Common Stock | 5,000 | |

| | | | | | | | | | |
|---|-----------|------------|---|-------|-------------|------------|-----------------|-------|--|
| (Right to Buy) | | | | | | | | | |
| Non-Qualified Stock Option (Right to Buy) | \$ 34.02 | 01/14/2010 | M | 7,000 | <u>(10)</u> | 01/16/2012 | Common Stock | 7,000 | |
| Non-Qualified Stock Option (Right to Buy) | \$ 35.955 | 01/14/2010 | M | 3,000 | <u>(12)</u> | 03/21/2012 | Common Stock | 3,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCGUINESS PATRICK F TIFFANY & CO. 727 FIFTH AVENUE NEW YORK, NY 10022 | | | SENIOR VICE PRESIDENT-FINANCE | |

Signatures

/s/ Patrick B. Dorsey,
Attorney-in-Fact

01/19/2010

__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 price in Column 4 is a weighted average price. The prices actually received ranged from \$46.30 to \$46.40 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.
 - (2) The price in Column 4 is a weighted average price. The prices actually received ranged from \$46.00 to \$46.16 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.
 - (3) 947 shares in the total are shares underlying RSUs.
 - (4) Options granted under 16(b) Plan on 01/20/2000. The option vested in four equal installments on January 20, 2001, 2002, 2003 and 2004.
 - (5) Total Grant 2,000 shares. 0 shares previously exercised.
 - (6) Options granted under 16(b) Plan on 03/16/2000. The option vested in four equal installments on March 16, 2001, 2002, 2003 and 2004.
 - (7) Total Grant 6,000 shares. 0 shares previously exercised.
 - (8) Options granted under 16(b) Plan on 01/18/2001. The option vested in four equal installments on January 18, 2002, 2003, 2004 and 2005.
 - (9) Total Grant 5,000 shares. 0 shares previously exercised.
 - (10) Options granted under 16(b) Plan on 01/16/2002. The option vested in four equal installments on January 16, 2003, 2004, 2005 and 2006.
 - (11) Total Grant 7,000 shares. 0 shares previously exercised.
 - (12) Options granted under 16(b) Plan on 03/21/2002. The option vested in four equal installments on March 21, 2003, 2004, 2005 and 2006.
 - (13) Total Grant 3,000 shares. 0 shares previously exercised.

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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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