TIFFANY & CO Form 4 June 01, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

5. Relationship of Reporting Person(s) to

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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

2. Issuer Name and Ticker or Trading

1(b).

Common

Stock \$.01

Par

(Print or Type Responses)

1. Name and Address of Reporting Person *

SHUTZER WILLIAM A			Symbol TIFFANY & CO [TIF]			Issuer				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			(Check all applicable)				
TIFFANY & CO., 727 FIFTH AVENUE			(Month/Day/Year) 05/28/2015					X Director Officer (gives below)		% Owner her (specify
(Street)			4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check		
NEW YORK, NY 10022			Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
NEW TORI	X, N 1 10022							Person		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ities Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execut any	eemed ion Date, if n/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	l (A) o l of (E))	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	05/28/2015			A	848 (1)	A	\$ 0 (2)	149,937 (1)	D	
Common Stock \$.01 Par								107,500	I	By KJC Ltd. (3)

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

By Article

IV Trust (4)

32.210

Ι

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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)

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 proof 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 Ame Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or No of Sh
Non-Qualified Stock Option (Right to Buy)	\$ 94.63	05/28/2015		A	3,409	05/29/2015 <u>(5)</u>	05/28/2025	Common Stock \$.01 Par	3

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
SHUTZER WILLIAM A TIFFANY & CO. 727 FIFTH AVENUE NEW YORK, NY 10022	X					

Signatures

/s/ John C. Duffy, Attorney-in-Fact 06/01/2015

**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) 848 shares in the total are restricted stock units. The restricted stock units vest 100% on the first anniversary of the grant date.
- (2) Given for no consideration.
- (3) KJC Ltd. is a Delaware limited partnership of which the reporting person is the sole general partner and of which three of his adult children are limited partners. Reporting person disclaims beneficial ownership of Tiffany & Co. stock held by KJC Ltd.
- (4) Article IV trust dated August 1, 2012 for one of the reporting person's adult children. Reporting person's spouse, Fay Shutzer, is the sole trustee of the trust. Reporting person disclaims beneficial ownership of the Tiffany & Co. stock held by the trust.

Reporting Owners 2

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Options granted pursuant to the Tiffany & Co. 2008 Directors Equity Compensation Plan, which complies with Rule 16b-3. The option is exercisable on the first business day following the grant date.

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.