

TIFFANY & CO
Form 4
May 30, 2017

FORM 4

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

OMB APPROVAL

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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 *
MARQUIS CHARLES K.

(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)
05/25/2017

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)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock \$.01 Par	05/25/2017		A	933 ⁽¹⁾ A \$ 0 ₍₂₎	50,202 ⁽³⁾	D	
Common Stock \$.01 Par	05/26/2017		G	V <u>1,269</u> ₍₄₎ D \$ 0	48,933 ⁽³⁾	D	
Common Stock \$.01 Par					30,249 ⁽⁵⁾	I	By Revocable Trust ⁽⁶⁾
Common Stock \$.01					56,000	I	Irrevocable Trust ⁽⁷⁾

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- Includes 933 unvested restricted stock units, which will vest on the earlier of May 25, 2018, or the termination of the reporting person's service as a director due to death or disability. The reporting person has elected to defer the maturity date of these restricted stock units (and thereby the delivery of the related shares) until six months after the date on which he ceases to be a director. The terms of the restricted stock units provide for earlier delivery upon the death, or the end of service as a result of the disability, of the reporting person.
- (3) Shares transferred to the Charles and Cynthia Marquis Joint Revocable Trust dated 12/8/03.
 - (4) 1,269 shares were transferred on 5/26/17 from directly owned shares to the Charles and Cynthia Marquis Joint Revocable Trust dated 12/8/03.
 - (5) Charles and Cynthia Marquis Joint Revocable Trust dated 12/8/03.
 - (6) Irrevocable Trust titled "Marquis 2012 Children's Trust." Reporting person is the sole trustee of the trust. Reporting person disclaims beneficial ownership of Tiffany & Co. stock held by the Marquis 2012 Children's Trust.
 - (7) 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.
 - (8)

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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