

TIFFANY & CO
Form 4
April 03, 2015

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BRAVO ROSE MARIE

(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)

04/01/2015

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock \$.01 Par	04/01/2015		M	10,000 A	\$ 37.645 20,912 ⁽¹⁾	D	
Common Stock \$.01 Par	04/01/2015		M	4,717 A	\$ 26.1 25,629 ⁽¹⁾	D	
Common Stock \$.01 Par	04/01/2015		S	8,897 D	\$ 86.8552 16,732 ⁽¹⁾ ⁽²⁾	D	
Common Stock \$.01	04/01/2015		S	5,820 D	\$ 10,912 ⁽¹⁾ 87.3261	D	

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Par

(3)

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

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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 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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 37.645	04/01/2015		M	10,000	(4) 01/17/2018	Common Stock	10,000
Non-Qualified Stock Option (Right to Buy)	\$ 26.1	04/01/2015		M	4,717	(6) 05/21/2019	Common Stock	4,717

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BRAVO ROSE MARIE TIFFANY & CO. 727 FIFTH AVENUE NEW YORK, NY 10022	X

Signatures

/s/ Leigh M. Harlan,
Attorney-in-Fact 04/03/2015

**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)

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6,912 shares in the total are restricted stock units. The restricted stock units vest 100% on the six-month anniversary of the date of termination (as defined in the grant terms).

The price in Column 4 is a weighted average price. The prices actually received ranged from \$86.50 to \$87.02 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) The price in Column 4 is a weighted average price. The prices actually received ranged from \$87.03 to \$87.60 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.
- (4) Options granted pursuant to the Tiffany & Co. 1998 Director Option Plan, which complies with Rule 16b-3, on January 17, 2008. The option vested in two equal annual installments on January 17, 2009 and 2010.
- (5) Total grant 10,000 shares. 0 shares previously exercised.
- (6) Options granted pursuant to the Tiffany & Co. 2008 Directors Equity Compensation Plan, which complies with Rule 16b-3, on May 21, 2009. The option became 100% exercisable on the grant date.
- (7) Total grant 4,717 shares. 0 shares previously exercised.

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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