**TIFFANY & CO** Form 4 February 02, 2006

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

3235-0287 Number: January 31,

**OMB APPROVAL** 

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person \* **DORSEY PATRICK B** 

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

TIFFANY & CO [TIF] 3. Date of Earliest Transaction

Director 10% Owner

(Check all applicable)

TIFFANY & CO., 727 FIFTH

(Month/Day/Year)

X\_ Officer (give title below)

Other (specify

**AVENUE** 

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

(Instr. 4)

SENIOR VICE PRESIDENT

Filed(Month/Day/Year)

01/31/2006

Applicable Line) \_X\_ 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

NEW YORK, NY 10022

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

Disposed of (D)

or

5. Amount of Securities Beneficially

Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership

(Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (A)

Code V Amount (D)

Code

Following Reported Transaction(s)

(Instr. 3 and 4) Price

Common

Stock \$.01

11,200

D

Par

Security

(Instr. 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)

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: TIFFANY & CO - Form 4

| 1. Title of Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and A Underlying S (Instr. 3 and 4 |
|--|---|---|---|--|--|--|--------------------|---|
|  |   |   |   | Code V                                 | (A) (D)  | Date<br>Exercisable  | Expiration<br>Date | Title                                       |
| Performance-based<br>Restricted Stock<br>Unit    | (1)   | 01/31/2006                              |   | A(2)                                   | 20,000   | (3)  | (3)                | Common<br>Stock                             |
| Employee Stock<br>Option (Right to<br>Buy)       | \$ 37.835   | 01/31/2006                              |   | A(2)                                   | 22,000   | <u>(4)</u>   | 01/31/2016         | Common<br>Stock                             |

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DORSEY PATRICK B TIFFANY & CO. 727 FIFTH AVENUE NEW YORK, NY 10022

SENIOR VICE PRESIDENT

### **Signatures**

Patrick B. 02/01/2006 Dorsey

\*\*Signature of Date
Reporting Person

# **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 performance-based restricted stock units convert to the company's common stock on a one-for-one basis.
- (2) Granted pursuant to the Tiffany & Co. 2005 Employee Incentive Plan, which complies with Rule 16(b)-3.
  - All or a percentage of the units will be converted to common stock if issuer satisfies financial performance criteria for the three-year
- (3) performance period ending January 31,2009. Performance-based restricted stock units not eligible for conversion at the end of the performance period will be canceled.
- (4) The option vests in four equal annual installments on January 31, 2007, 2008, 2009 and 2010.

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.

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