NAGGIAR CAROLINE D

Form 4

January 12, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction

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

1(b).

Par

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading NAGGIAR CAROLINE D Issuer Symbol TIFFANY & CO [TIF] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ Other (specify TIFFANY & CO., 727 FIFTH 01/10/2018 below) **AVENUE** SENIOR VICE PRESIDENT (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10022 Person

(City)	(State)	Zip) Table	I - Non-D	erivative Securities Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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					17,004	D	
Common Stock \$.01					53	I	By ESOP

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: NAGGIAR CAROLINE D - Form 4

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5. iorNumber	6. Date Exerc Expiration D		7. Title and A Underlying S		8. Price Derivati
Security (Instr. 3)	or Exercise Price of Derivative Security		(ear) Execution Date, if Transany Code (Month/Day/Year) (Insti		of	(Month/Day/Year)		(Instr. 3 and 4)		Security (Instr. 5
				Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Units (1)	(2)	01/10/2018		A	73	<u>(3)</u>	(3)	Common Stock \$.01 Par	73	\$ 0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NAGGIAR CAROLINE D TIFFANY & CO. 727 FIFTH AVENUE NEW YORK, NY 10022

SENIOR VICE PRESIDENT

Signatures

/s/ John C. Duffy, Attorney-in-Fact

01/12/2018

**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) Registrant's transfer agent maintains a direct stock purchase program for Registrant's stockholders with a dividend reinvestment feature.

 Accordingly, pursuant to Rule 16a-11, dividend equivalent units will no longer be reported on a Form 4 at the time of accrual.
- Represents dividend equivalent units accrued on January 10, 2018 in respect of restricted stock units and performance-based restricted (2) stock units granted to the reporting person on January 19, 2017 pursuant to the Tiffany & Co. 2014 Employee Incentive Plan, which complies with Rule 16b-3. The dividend equivalent units convert to the issuer's common stock on a one-for-one basis.
- (3) The dividend equivalent units will vest proportionately with the underlying restricted stock units or performance-based restricted stock units to which they relate. The dividend equivalent units credited in respect of the restricted stock units granted on January 19, 2017 will vest in four equal annual installments on January 19, 2018, 2019, 2020 and 2021. All or a percentage of the dividend equivalent units credited in respect of the performance-based restricted stock units granted to the reporting person on January 19, 2017 will vest if issuer satisfies financial performance criteria for the three-year performance period ending January 31, 2020. Dividend equivalent units credited in respect of such performance-based restricted stock units that are not eligible for conversion at the end of such performance period will

Reporting Owners 2

Edgar Filing: NAGGIAR CAROLINE D - Form 4

be cancelled.

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.