TIFFANY & CO Form 4 May 04, 2009

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

if no longer subject to Section 16. Form 4 or

Check this box

Washington, D.C. 20549

January 31, Expires: 2005

Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

KOWALSKI MICHAEL JOSEPH

| | | 3 | TIFFANY & CO [TIF] | | | | | | (Check all applicable) | | | | |
|---|------------------------------------|--|--|---|------|--|---------|---|--|---|---|--|--|
| (Last) (First) (Middle) TIFFANY & CO., 727 FIFTH AVENUE | | | (Month/Da | 3. Date of Earliest Transaction (Month/Day/Year) 04/30/2009 | | | | | | X Director 10% Owner X Officer (give title Other (specify below) CHAIRMAN AND CEO | | | |
| | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | | |
| NEW YORI | K, NY 10022 | | | | | | | | Person | More than One Re | eporting | | |
| (City) | (State) | (Zip | Table | I - No | n-De | erivative So | ecuriti | ies Acq | uired, Disposed o | of, or Beneficial | lly Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction D (Month/Day/Yea | ır) E aı | A. Deemed execution Date, if ny Month/Day/Year) | 3. Transa Code (Instr. | 8) | 4. Securiti n(A) or Dis (D) (Instr. 3, 4 | sposed | of | 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 | 04/30/2009 | | | G | V | 38,000 | D | \$ 0 (1) | 290,045 | D | | | |
| Common Stock \$.01 | | | | | | | | | 100,000 | I | By GRAT | | |

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

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-----------------|--------------------------|--------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | orNumber | Expiration D | ate | Amount | t of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | ing | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securitie | es | (Instr. 5) | Bene |
| | Derivative | | Securities | | | | | (Instr. 3 | and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | ^ | mount | | |
| | | | | | | | | | mount | | |
| | | | | | | Date | Expiration Date | or Title Number of | | | |
| | | | | | | Exercisable | | | | | |
| | | | | C + V | (A) (D) | | | | | | |
| | | | | Code V | (A) (D) | | | S | hares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

X

Director 10% Owner Officer Other

CHAIRMAN AND CEO

KOWALSKI MICHAEL JOSEPH TIFFANY & CO. 727 FIFTH AVENUE

NEW YORK NY 10022

NEW YORK, NY 10022

Signatures

/s/ Patrick B. Dorsey, Attorney-in-Fact 05/04/2009

**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) Transaction was a gift of shares which has no purchase or sale price.

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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