

Rinaldo Michael D
 Form 4
 March 18, 2019

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 *
 Rinaldo Michael D

(Last) (First) (Middle)
 TIFFANY & CO., 200 FIFTH AVENUE
 (Street)

NEW YORK, NY 10010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 TIFFANY & CO [TIF]

3. Date of Earliest Transaction (Month/Day/Year)
 03/14/2019

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)
 VP-CONTRLR PRINC. ACCTG. OFF

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)		
				(A) or (D)	Price				
Common Stock \$.01 Par	03/14/2019		M	309	A	①	547	D	
Common Stock \$.01 Par	03/14/2019		M	6	A	②	553	D	
Common Stock \$.01 Par	03/14/2019		F	116	③	D	\$ 95.87	437	D

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

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(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 of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	<u>(1)</u>	03/14/2019		M	309	<u>(1)</u> / <u>(1)</u>	Common Stock \$.01 Par	309
Dividend Equivalent Units	<u>(2)</u>	03/14/2019		M	6	<u>(2)</u> / <u>(2)</u>	Common Stock \$.01 Par	6

Reporting Owners

Reporting Owner Name / Address

Relationships

Rinaldo Michael D
TIFFANY & CO.
200 FIFTH AVENUE
NEW YORK, NY 10010

VP-CONTRLR PRINC. ACCTG. OFF

Director 10% Owner Officer Other

Signatures

/s/ Catherine W.H. So,
Attorney-in-Fact

03/18/2019

**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) The restricted stock units convert to the issuer's common stock on a one-for-one basis and will vest in four equal annual installments on March 14, 2019, 2020, 2021 and 2022.

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- Settlement of dividend equivalent units in connection with vesting of restricted stock units. The dividend equivalent units accrued when
- (2) and as dividends were paid on the issuer's common stock and vested proportionately with the restricted stock units to which they relate. The dividend equivalent units convert to the issuer's common stock on a one-for-one basis.
 - (3) Shares withheld to cover taxes on vested restricted stock units pursuant to issuer's default equity vesting procedures.

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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