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TIFFANY & CO
Form 8-K
March 16, 2005

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

FORM 8-K
CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report: March 16, 2005

TIFFANY & CO.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

| | | |
|---|---------------------------------------|---|
| DELAWARE (State or other jurisdiction of incorporation) | 1-9494 (Commission File Number) | 13-3228013 (I.R.S. Employer Identification No.) |
|---|---------------------------------------|---|

| | |
|--|---------------------|
| 727 FIFTH AVENUE, NEW YORK, NEW YORK (Address of principal executive offices) | 10022 (Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: (212) 755-8000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

Registrant makes various grants and awards of cash, stock and stock units, and provides various benefits, to its directors, executive officers and other management employees pursuant to its 1998 Directors Option Plan and 1998 Employee Incentive Plan and pursuant to various retirement plans, formal agreements and informal agreements. As part of its annual review of compensation, the Compensation Committee of Registrant's Board of Directors made various changes to date in fiscal 2005. Forms of changed awards, terms and agreements subject to such changes made in fiscal 2005 are attached as exhibits

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hereto and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

- 10.49 Form of Indemnity Agreement, approved by the Board of Directors on March 11, 2005 for use with all directors and executive officers.
- 10.109 Summary of informal incentive cash bonus plan for managerial employees.
- 10.114 1994 Tiffany and Company Supplemental Retirement Income Plan, Amended and Restated as of March 7, 2005.
- 10.139 Form of Fiscal 2005 Cash Incentive Award Agreement for certain executive officers under Registrant's 1998 Employee Incentive Plan.
- 10.140 Form of Terms of Performance Based Restricted Stock Unit Grants to Executive Officers under Registrant's 1998 Employee Incentive Plan.
- 10.141 Form of Non-Competition and Confidentiality Covenants for use in connection with Performance-Based Restricted Stock Unit Grants to Registrant's Executive Officers and Time-Vested Restricted Unit Awards made to other officers of Registrant's affiliated companies pursuant to the Registrant's 1998 Employee Incentive Plan and pursuant to the Tiffany and Company Un-funded Retirement Income Plan to Recognize Compensation in Excess of Internal Revenue Code Limits.
- 10.142 Terms of Stock Option Award (Transferable Non-Qualified Option) under Registrant's 1998 Directors Options Plan as revised March 7, 2005.
- 10.143 Terms of Stock Option Award (Standard Non-Qualified Option) under Registrant's 1998 Employee Incentive Plan as revised March 7, 2005.
- 10.144 Terms of Stock Option Award (Transfereable Non-Qualified Option) under Registrant's 1998 Employee Incentive Plan as revised March 7, 2005 (form used for Executive Officers).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TIFFANY & CO.

BY: /s/ Patrick B. Dorsey

Patrick B. Dorsey
Senior Vice President, General Counsel
and Secretary

Date: March 16, 2005

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EXHIBIT INDEX

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