

TIFFANY & CO  
Form 3  
April 10, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â NICOLETTI RALPH J                       |         | (Month/Day/Year)                     | TIFFANY & CO [TIF]   |  |
| (Last)                                    | (First) | (Middle)                             | 04/02/2014   |  |
| 727 FIFTH AVENUE                          |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| NEW YORK, Â NY Â 10022                    |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | PRINCIPAL FINANCIAL OFFICER  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| No Securities Beneficially Owned   | 0  | D   | Â  |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|--|
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of  |  |

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|  |                  |                  |                 | Shares |                     | (I)<br>(Instr. 5) |   |
|--|------------------|------------------|-----------------|--------|---------------------|-------------------|---|
| Employee Stock Option<br>(Right to Buy) <sup>(1)</sup>     | Â <sup>(2)</sup> | 03/19/2024       | Common<br>Stock | 29,976 | \$ 92.79            | D                 | Â |
| Restricted Stock Units <sup>(1)</sup>                      | Â <sup>(3)</sup> | Â <sup>(3)</sup> | Common<br>Stock | 16,166 | \$ 0 <sup>(3)</sup> | D                 | Â |
| Performance-based<br>Restricted Stock Units <sup>(1)</sup> | Â <sup>(4)</sup> | Â <sup>(4)</sup> | Common<br>Stock | 16,166 | \$ 0 <sup>(5)</sup> | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| NICOLETTI RALPH J<br>727 FIFTH AVENUE<br>NEW YORK, NY 10022 | Â             | Â         | Â PRINCIPAL FINANCIAL OFFICER | Â     |

## Signatures

/s/ Leigh M. Harlan,  
Attorney-in-Fact

04/10/2014

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Granted pursuant to the Tiffany & Co. 2005 Employee Incentive Plan, which complies with Rule 16(b)-3.
- (2) The option vests in four equal annual installments on March 19, 2015, 2016, 2017 and 2018.
- (3) The restricted stock units convert to the company's common stock on a one-for-one basis and will vest in a single installment on the third anniversary of the grant date, March 19, 2017, assuming continued employment.  
All or a percentage of the units will be converted to common stock if issuer satisfies financial performance criteria for the three-year performance period ending January 31, 2017. Performance-based restricted stock units not eligible for conversion at the end of the performance period will be canceled.
- (5) The performance-based restricted stock units convert to the company's common stock on a one-for-one basis.

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.