

BERGER GROSS VICTORIA  
Form 4  
July 06, 2011

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
BERGER GROSS VICTORIA

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
TIFFANY & CO., 727 FIFTH AVENUE

3. Date of Earliest Transaction (Month/Day/Year)  
07/05/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

SENIOR VICE PRESIDENT

(Street)  
NEW YORK, NY 10022

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Indirect Ownership (Instr. 4) |        |   |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|--------|---|
|                                 |                                      |                                                    |                                | Code                                                              | V                                                                                             | Amount                                                   | (A) or (D)                                 | Price  |   |
| Common Stock \$01 Par           | 07/05/2011                           |                                                    | M                              |                                                                   | 4,250                                                                                         | A                                                        | \$ 40.15                                   | 24,082 | D |
| Common Stock \$01 Par           | 07/05/2011                           |                                                    | M                              |                                                                   | 5,500                                                                                         | A                                                        | \$ 43.37                                   | 29,582 | D |
| Common Stock \$01 Par           | 07/05/2011                           |                                                    | S(1)                           |                                                                   | 9,750                                                                                         | D                                                        | \$ 79.3262                                 | 19,832 | 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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Non-Qualified Stock Option (Right to Buy)  | \$ 40.15                                               | 07/05/2011                           |                                                    | M                              | 4,250                                                                                   | <u>(2)</u> 01/18/2017                                    | Common Stock                                                  | 4,250                      |
| Non-Qualified Stock Option (Right to Buy)  | \$ 43.37                                               | 07/05/2011                           |                                                    | M                              | 5,500                                                                                   | <u>(3)</u> 01/20/2020                                    | Common Stock                                                  | 5,500                      |

## Reporting Owners

| Reporting Owner Name / Address                                                   | Relationships |           |                       |       |
|----------------------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                                                  | Director      | 10% Owner | Officer               | Other |
| BERGER GROSS VICTORIA<br>TIFFANY & CO.<br>727 FIFTH AVENUE<br>NEW YORK, NY 10022 |               |           | SENIOR VICE PRESIDENT |       |

## Signatures

/s/ Patrick B. Dorsey,  
Attorney-in-Fact

07/06/2011

\_\_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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 2, 2011. The referenced plan is now terminated due to terms met.
- (2) Options granted under 16(b) Plan on 01/18/2007. The option vested in four equal installments on January 18, 2008, 2009, 2010 and 2011.

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- (3) Options granted under 16(b) Plan on 01/20/2010. The option vested in four equal installments on January 20, 2011, 2012, 2013 and 2014.
- (4) Total Grant 22,000 shares. 0 shares previously exercised.

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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