

TIFFANY & CO  
Form SC 13D/A  
January 20, 2011

---

---

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 6)\*

Tiffany & Co.

(Name of Issuer)

Common Stock, \$.01 par value per share  
(Title of Class of Securities)

886547108  
(CUSIP Number)

Stuart I. Rosen, Esq.  
General Counsel  
Trian Fund Management, L.P.  
280 Park Avenue, 41st Floor  
New York, New York 10017  
(212) 451-3000

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

January 20, 2011  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box / /.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

## SCHEDULE 13D

CUSIP No. 886547108

	NAME OF REPORTING PERSON
	Trian Fund Management, L.P.
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE
	PERSON: 20-3454182
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF (a) /X/ A GROUP (b) / /
3	SEC USE ONLY
4	SOURCE OF FUNDS
	AF
5	CHECK BOX IF DISCLOSURE OF LEGAL / / PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
	7 SOLE VOTING POWER
	0
	8 SHARED VOTING POWER
	6,228,984
	9 SOLE DISPOSITIVE POWER
	0
	10 SHARED DISPOSITIVE POWER
	6,260,809
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	6,260,809
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
	/ /
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW
(11)	4.95%*
14	TYPE OF REPORTING PERSON
	PN

\*Calculated based on 126,400,403 shares of Common Stock outstanding as of November 30, 2010 as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2010 (the "Form 10-Q").

SCHEDULE 13D

CUSIP No. 886547108

	NAME OF REPORTING PERSON	
	Trian Fund Management GP, LLC	
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE	
	PERSON: 20-3454182	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF	(a) /X/
	A GROUP	(b) / /
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL	/ /
	PROCEEDINGS IS REQUIRED PURSUANT TO	
	ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
	7	SOLE VOTING POWER
		0
	NUMBER OF SHARES	
	BENEFICIALLY OWNED BY	
	EACH REPORTING PERSON	
	WITH	
	8	SHARED VOTING POWER
		6,228,984
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		6,260,809
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY	
	EACH REPORTING PERSON	
		6,260,809
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)	
	EXCLUDES CERTAIN SHARES	
		/ /
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN	
	ROW (11)	
		4.95%*
14	TYPE OF REPORTING PERSON	
	PN	

\*Calculated based on 126,400,403 shares of Common Stock outstanding as of November 30, 2010 as reported in the Issuer's Form 10-Q.



SCHEDULE 13D

CUSIP No. 886547108

	NAME OF REPORTING PERSON	
	Trian Partners GP, L.P.	
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:	
	20-3454182	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) /X/ (b) / /
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS / /	
	IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
7	SOLE VOTING POWER	
	0	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
	8 SHARED VOTING POWER	
	6,024,381	
	9 SOLE DISPOSITIVE POWER	
	0	
	10 SHARED DISPOSITIVE POWER	
	6,024,381	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	6,024,381	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
	/ /	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	4.77%*	
14	TYPE OF REPORTING PERSON	
	PN	

\*Calculated based on 126,400,403 shares of Common Stock outstanding as of November 30, 2010 as reported in the Issuer's Form 10-Q.

## SCHEDULE 13D

CUSIP No. 886547108

	NAME OF REPORTING PERSON
	Trian Partners General Partner, LLC
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE
	PERSON: 20-3454182
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF (a) /X/
	A GROUP (b) / /
3	SEC USE ONLY
4	SOURCE OF FUNDS
	AF
5	CHECK BOX IF DISCLOSURE OF LEGAL / /
	PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
	2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
	7 SOLE VOTING POWER
	0
	8 SHARED VOTING POWER
	6,024,381
	9 SOLE DISPOSITIVE POWER
	0
	10 SHARED DISPOSITIVE POWER
	6,024,381
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY
	EACH REPORTING PERSON
	6,024,381
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
	EXCLUDES CERTAIN SHARES
	/ /
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW
(11)	
	4.77%*
14	TYPE OF REPORTING PERSON
	PN

\*Calculated based on 126,400,403 shares of Common Stock outstanding as of November 30, 2010 as reported in the Issuer's Form 10-Q.





## SCHEDULE 13D

CUSIP No. 886547108

1	NAME OF REPORTING PERSON Trian Partners, L.P. S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 20-3453988	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) /X/ (b) / /
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	/ /
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
	7	SOLE VOTING POWER 0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 1,836,311
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 1,836,311
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,836,311	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES /X/	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.45%*	
14	TYPE OF REPORTING PERSON PN	

\*Calculated based on 126,400,403 shares of Common Stock outstanding as of November 30, 2010 as reported in the Issuer's Form 10-Q.

SCHEDULE 13D

CUSIP No. 886547108

1 NAME OF REPORTING PERSON  
 Trian Partners Master Fund, L.P.  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 20-3453988

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) /X/  
 (b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED / /  
 PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

7 SOLE VOTING POWER  
 0

NUMBER OF SHARES  
 BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON WITH

8 SHARED VOTING POWER  
 4,188,070

9 SOLE DISPOSITIVE POWER  
 0

10 SHARED DISPOSITIVE POWER  
 4,188,070

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 4,188,070

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
 SHARES  
 /X/

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 3.31%\*

14 TYPE OF REPORTING PERSON  
 PN

\*Calculated based on 126,400,403 shares of Common Stock outstanding as of November 30, 2010 as reported in the Issuer's Form 10-Q.

SCHEDULE 13D

CUSIP No. 886547108

1 NAME OF REPORTING PERSON  
 Trian Partners Parallel Fund I, L.P.  
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 20-3694154

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) /X/  
 (b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
 WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED / /  
 PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Delaware

7 SOLE VOTING POWER  
 0

NUMBER OF SHARES  
 BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON WITH

8 SHARED VOTING POWER  
 204,603

9 SOLE DISPOSITIVE POWER  
 0

10 SHARED DISPOSITIVE POWER  
 204,603

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 204,603

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
 SHARES  
 /X/

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 0.16%\*

14 TYPE OF REPORTING PERSON  
 PN

\*Calculated based on 126,400,403 shares of Common Stock outstanding as of November 30, 2010 as reported in the Issuer's Form 10-Q.

SCHEDULE 13D

CUSIP No. 886547108

1	NAME OF REPORTING PERSON Trian Partners Parallel Fund I General Partner, LLC S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 20-3694293	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) /X/ (b) / /
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	/ /
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	204,603	
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 204,603
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 204,603		
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES /X/		
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.16%*		
14 TYPE OF REPORTING PERSON		

\*Calculated based on 126,400,403 shares of Common Stock outstanding as of November 30, 2010 as reported in the Issuer's Form 10-Q.

## SCHEDULE 13D

CUSIP No. 886547108

1 NAME OF REPORTING PERSON  
Nelson Peltz

2 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) /X/  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED / /  
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

7 SOLE VOTING POWER  
0

NUMBER OF SHARES  
BENEFICIALLY OWNED BY EACH 8 SHARED VOTING POWER  
REPORTING PERSON WITH 6,228,984

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
6,260,809

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,260,809

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
4.95%\*

14 TYPE OF REPORTING PERSON  
IN

\*Calculated based on 126,400,403 shares of Common Stock outstanding as of November 30, 2010 as reported in the Issuer's Form 10-Q.

## SCHEDULE 13D

CUSIP No. 886547108

1 NAME OF REPORTING PERSON  
Peter W. May

2 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) /X/  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED / /  
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

7 SOLE VOTING POWER

NUMBER OF SHARES 31,825  
BENEFICIALLY OWNED BY EACH 8 SHARED VOTING POWER  
REPORTING PERSON WITH 6,228,984

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
6,260,809

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
6,260,809

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES  
/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
4.95%\*

14 TYPE OF REPORTING PERSON  
IN

\*Calculated based on 126,400,403 shares of Common Stock outstanding as of November 30, 2010 as reported in the Issuer's Form 10-Q.

## SCHEDULE 13D

CUSIP No. 886547108

1	NAME OF REPORTING PERSON Edward P. Garden	
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) /X/ (b) / /
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	/ /
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER
	6,228,984	
	9	SOLE DISPOSITIVE POWER
	0	
	10	SHARED DISPOSITIVE POWER
	6,260,809	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,260,809	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.95%*	
14	TYPE OF REPORTING PERSON IN	

\*Calculated based on 126,400,403 shares of Common Stock outstanding as of November 30, 2010 as reported in the Issuer's Form 10-Q.

SCHEDULE 13D

CUSIP No. 886547108

This Amendment No. 6 (“Amendment No. 6”) relates to the Schedule 13D filed with the Securities and Exchange Commission on February 26, 2007 (the “Original Statement”), as amended by Amendment No. 1 to the Schedule 13D filed on January 16, 2008, Amendment No. 2 to the Schedule 13D filed on March 25, 2008, Amendment No. 3 to the Schedule 13D filed on May 16, 2008, Amendment No. 4 to the Schedule 13D filed on March 27, 2009, and Amendment No. 5 to the Schedule 13D filed on September 22, 2010 (the Original Statement, as so amended, the “Schedule 13D”), relating to the Common Stock, \$.01 par value per share (the “Shares”), of Tiffany & Co., a Delaware corporation (the “Issuer”). The address of the principal executive offices of the Issuer is 727 Fifth Avenue, New York, New York 10022.

Items 4 and 5 of the Schedule 13D are hereby amended and supplemented as follows:

Item 4. Purpose of Transaction

Item 4 is hereby amended and supplemented as follows:

Following the sales of Shares set forth on Schedule A hereto, the Filing Persons continue to beneficially own an aggregate of 6,260,809 Shares representing approximately 4.95% of the Issuer’s outstanding Shares (based upon 126,400,403 Shares stated by the Issuer to be outstanding as of November 30, 2010 in the Issuer’s Quarterly Report on Form 10-Q filed on December 1, 2010). The Filing Persons intend to review their investment in the Issuer on a continuing basis and, depending on various factors, including, without limitation, price levels of the Shares, other investment opportunities available to the Filing Persons, conditions in the securities and capital markets, and general economic and industry conditions, the Filing Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate, including, but not limited to, purchasing additional Shares, selling some or all of the Shares and/or otherwise changing their intention with respect to any and all matters referred to in Item 4 of the Schedule 13D.

Item 5. Interest in Securities of the Issuer

(a) As of 4:00 pm, New York City time, on January 20, 2011, the Filing Persons beneficially owned, in the aggregate, 6,260,809 Shares, representing approximately 4.95% of the Issuer’s outstanding Shares (based upon 126,400,403 Shares stated by the Issuer to be outstanding as of November 30, 2010 in the Issuer’s Quarterly Report on Form 10-Q filed on December 1, 2010).

(b) Each of Trian Onshore, Trian Offshore, Parallel Fund I and Mr. May beneficially and directly owns and has sole voting power and sole dispositive power with regard to 1,836,311, 4,188,070, 204,603, and 31,825 Shares, respectively, except to the extent that other Filing Persons as described below may be deemed to have shared voting power and shared dispositive power with regard to such Shares.

Each of Trian GP, Trian GP LLC, Trian Management, Trian Management GP, Nelson Peltz, Peter W. May and Edward P. Garden, by virtue of their relationships to Trian Onshore and Trian Offshore (discussed in Item 2), may be deemed to have shared voting power and shared dispositive power with regard to, and therefore may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act), the Shares that Trian Onshore and Trian Offshore directly and beneficially own. Each of Trian GP, Trian GP LLC, Trian Management, Trian Management GP,



Nelson Peltz, Peter W. May and Edward P. Garden disclaims beneficial ownership of such Shares for all other purposes. Each of Parallel Fund I GP LLC, Trian Management, Trian Management GP, Nelson Peltz, Peter W. May and Edward P. Garden, by virtue of their relationships to Parallel Fund I (discussed in Item 2), may be deemed to have shared voting power and shared dispositive power with regard to, and therefore may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act), the Shares that Parallel Fund I directly and beneficially owns. Each of Parallel Fund I GP LLC, Trian Management, Trian Management GP, Nelson Peltz, Peter W. May and Edward P. Garden disclaims beneficial ownership of such Shares for all other purposes.

In addition to the Shares that Mr. May may be deemed to beneficially own as described above, Mr. May beneficially owns 31,825 Shares, including 28,577 Shares issuable upon exercise of options that he received as a director of the Issuer (the "Director Options") that he may exercise within 60 days of the date of this Amendment No. 6, and 3,248 Shares underlying restricted stock units that he received as a director of the Issuer (the "RSU Shares") that are currently exercisable. As a result of an agreement between Mr. May and Trian Management (see Item 6), each of Trian Management, Trian Management GP, Nelson Peltz and Edward P. Garden may be deemed to have shared dispositive power with regard to, and therefore may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act), the Shares underlying the Director Options and the RSU Shares that Mr. May directly and beneficially owns. Each of Trian Management, Trian Management GP, Nelson Peltz and Edward P. Garden disclaims beneficial ownership of such Shares for all other purposes.

(c) Schedule A hereto sets forth all transactions with respect to the Shares effected during the past sixty (60) days by any of the Filing Persons, inclusive of the transactions effected through 4:00 pm, New York City time, on January 20, 2011.

(d) Except for the Filing Persons, no person is known by the Filing Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares beneficially owned by the Filing Persons.

(e) As a result of the transactions referred to in Item 5 (c) above, on January 20, 2011, the Filing Persons ceased to be the beneficial owners of more than 5% of the Issuer's outstanding Shares.

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 20, 2011

TRIAN PARTNERS GP, L.P.

By: Trian Partners General Partner, LLC, its  
general partner

By: /s/PETER W. MAY  
Name: Peter W. May  
Title: Member

TRIAN PARTNERS GENERAL PARTNER, LLC

By: /s/PETER W. MAY  
Name: Peter W. May  
Title: Member

TRIAN PARTNERS. L.P.

By: Trian Partners GP, L.P., its general  
partner  
By: Trian Partners General Partner, LLC, its  
general partner

By: /s/PETER W. MAY  
Name: Peter W. May  
Title: Member

TRIAN PARTNERS MASTER FUND, L.P.

By: Trian Partners GP, L.P., its general  
partner  
By: Trian Partners General Partner, LLC, its  
general partner

By: /s/PETER W. MAY  
Name: Peter W. May  
Title: Member



SCHEDULE 13D

CUSIP No. 886547108

TRIAN PARTNERS PARALLEL FUND I, L.P.

By: Trian Partners Parallel Fund I General  
Partner, LLC, its general partner

By: /s/PETER W. MAY  
Name: Peter W. May  
Title: Member

TRIAN PARTNERS PARALLEL FUND I GENERAL  
PARTNER, LLC

By: /s/PETER W. MAY  
Name: Peter W. May  
Title: Member

TRIAN FUND MANAGEMENT, L.P.

By: Trian Fund Management GP, LLC, its general partner

By: /s/PETER W. MAY  
Name: Peter W. May  
Title: Member

TRIAN FUND MANAGEMENT GP, LLC

By: /s/PETER W. MAY  
Name: Peter W. May  
Title: Member

/s/NELSON PELTZ  
NELSON PELTZ

/s/PETER W. MAY  
PETER W. MAY

/s/EDWARD P. GARDEN  
EDWARD P. GARDEN



## SCHEDULE 13D

CUSIP No. 886547108

## Schedule A

The following table sets forth all transactions with respect to the Shares effected during the past 60 days by any of the Filing Persons, inclusive of any transactions effected through 4:00 p.m., New York City time, on January 20, 2011. All such transactions were effected in the open market and the table includes commissions paid in per share prices.

Name	Date	No. of Shares	Price Per Share (\$)	Transaction Type
Trian Offshore	January 18, 2011	181,435	59.2454	Sale
Trian Offshore	January 19, 2011	87,436	58.4093	Sale
Trian Offshore	January 20, 2011	69,402	57.9094	Sale
Trian Onshore	January 18, 2011	155,965	59.2454	Sale
Trian Onshore	January 19, 2011	75,164	58.4093	Sale
Trian Onshore	January 20, 2011	30,598	57.9094	Sale

---

SCHEDULE 13D

CUSIP No. 886547108

EXHIBIT INDEX

EXHIBIT	DESCRIPTION	PAGE NO.
1	Joint Filing Agreement of the Filing Persons.	Filed with Original Statement
2	Letter Agreement dated as of May 15, 2008 between Peter W. May and Trian Fund Management, L.P.	Filed with Amendment No. 4