

TIFFANY & CO
Form 5/A
March 25, 2013

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
MARQUIS CHARLES K.

(Last) (First) (Middle)

**TIFFANY & CO., 727 FIFTH
AVENUE**

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
01/31/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)
01/31/2013

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock \$.01 par	Â	Â	Â	Â	Â	Â	53,002 ⁽¹⁾	D	Â
Common Stock \$.01 par	Â	Â	Â	Â	Â	Â	56,000	I	Irrevocable Trust ⁽²⁾
Common Stock \$.01 par	12/31/2012	Â	G	22,961	D	\$ 0	0 ⁽³⁾	I	By Marquis Ventures LLC

Common Stock \$.01 par	Â	Â	Â	Â	Â	Â	23,771 ⁽⁵⁾	I	By Revocable Trust ⁽⁴⁾
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SEC 2270
(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 of Derivative Security (Instr. 5)	9. of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARQUIS CHARLES K. TIFFANY & CO. 727 FIFTH AVENUE NEW YORK, NY 10022	X			

Signatures

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

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) 1,002 shares in the total are the shares underlying RSUs.
- (2) Charles Marquis 2012 Irrevocable Trust, as Trustee. Reporting person disclaims beneficial ownership of Tiffany & Co. stock held by the Charles Marquis 2012 Irrevocable Trust.
- 22,961 shares were transferred from Marquis Ventures LLC to the Charles and Cynthia Marquis Joint Revocable Trust dated 12/8/03.
- (3) Marquis Ventures LLC is a California limited liability company. Reporting person disclaims beneficial ownership of Tiffany & Co. stock held by Marquis Ventures LLC.

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(4) Charles and Cynthia Marquis Joint Revocable Trust dated 12/8/03.

The 23,771 shares of Tiffany & Co. stock held by the Charles and Cynthia Marquis Joint Revocable Trust dated 12/8/03 include the

(5) 22,961 shares of Tiffany & Co. stock transferred from Marquis Ventures LLC and the previously reported transfer of 56,000 shares of Tiffany & Co. stock by the trust to the Charles Marquis 2012 Irrevocable Trust.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.