

TIFFANY & CO
Form 4
March 06, 2013

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 *
Qatar Investment Authority

(Last) (First) (Middle)

P.O. BOX 23224 Q-TEL TOWER,
8TH FLOOR, DIPLOMATIC AREA
STREET, WEST BAY

(Street)

DOHA, S3

(City) (State) (Zip)

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

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

03/04/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 03/04/2013 | | P | 375,790 A | \$ 69.79 13,178,945 | I | See Footnote (1) |
| Common Stock | 03/04/2013 | | P | 252,650 A | \$ 69.5 13,431,595 | I | See Footnote (1) |
| Common Stock | 03/04/2013 | | P | 181,700 A | \$ 68.8 13,613,295 | I | See Footnote (1) |
| Common | 03/04/2013 | | P | 162,000 A | \$ 13,775,295 | I | See |

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| | | | | | | | | | |
|-----------------|------------|--|---|---------|-------|-------------|------------|---|------------------------|
| Stock | | | | | 69.32 | | | | Footnote (1) |
| Common Stock | 03/05/2013 | | P | 514,100 | A | \$ 70.06 | 14,289,395 | I | See Footnote (1) |

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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Put Option (Obligation to Purchase) <u>(2)</u> | \$ 56.82 | 03/04/2013 | | J ⁽³⁾ | 790,000 | 01/07/2014 | 01/07/2014 | Common Stock | 790,000 |
| Put Option (Obligation to Purchase) <u>(2)</u> | \$ 54.69 | 03/04/2013 | | J ⁽³⁾ | 835,000 | 01/22/2014 | 01/22/2014 | Common Stock | 835,000 |
| Put Option (Obligation to Purchase) <u>(2)</u> | \$ 61.11 | 03/04/2013 | | J ⁽³⁾ | 815,000 | 02/05/2014 | 02/05/2014 | Common Stock | 815,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Qatar Investment Authority P.O. BOX 23224 Q-TEL TOWER, 8TH FLOOR | | X | | |

DIPLOMATIC AREA STREET, WEST BAY
DOHA, S3

Qatar Holding USA LLC
Q-TEL TOWER, 8TH FL, DIPLOMATIC AREA ST.
WEST BAY, P.O. BOX 23224
DOHA, S3

X

Signatures

/s/ Hassan Al Thawadi, General
Counsel

03/06/2013

__Signature of Reporting Person

Date

/s/ Hassan Al Thawadi, Authorized
Signatory

03/06/2013

__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).

The Common Stock and Put Options are directly held by Qatar Holding USA LLC, a wholly-owned subsidiary of Qatar Investment Authority. The Reporting Persons disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary

(1) interest therein and this report shall not be deemed an admission that any such Reporting Person is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(2) Represents European-style put option contracts obligating Qatar Holding USA LLC to purchase shares of the Issuer's Common Stock at the exercise price upon exercise of the option by the holder of the option on the exercise date.

(3) On March 4, 2013, the Reporting Persons closed their short put positions by cancelling the put options at the price per option set forth under Column 8.

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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