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TIFFANY & CO Form 4 January 17, 2003

## FORM 4

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

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

#### **OMB APPROVAL**

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By Romeo and Dye's Section 16 Filer www.section16.net

1. Name and Addre HAYES, SAMUEI			ne <b>and</b> Ticl	ker or '	F t	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) ( Tiffany & Co. 727 Fifth Avenue	of Repor	ting	ntification N Person, voluntary)	Number	Mo	Statement for onth/Day/Year nuary 16, 2003	1	X Director			
NEW YORK, NY	(Street) 10022						Dat	f Amendment, te of Original onth/Day/Year)	( <u>&gt;</u> F	Check Applic  Kerson Filed  Cerson	by One Reporting
(City)	Table I Non-Derivative					Securities Acquired, Disposed of, or Beneficially Owned					
1. Title of Security (Instr. 3)	2. Trans- action Execution Date Date, (Month/ if any Day/ (Month/Day/ Year) Year)	3. Transaction Code (Instr. 8)		4. Securities Acquire (A) or Disposed of (Instr. 3, 4 & 5)			Beneficially Owned Follow-		6. Owner- ship Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	ing Reported Transactions(s) (Instr. 3 & 4)		(I) (Instr. 4)	
Common Stock \$.01 Par									72	D	
Common Stock \$.01 Par									2,254	I	By Spouse
Common Stock \$.01 Par									18,000	I	In trust for daughter (1)
Common Stock \$.01 Par									18,000	I	In trust for daughter (2)
Common Stock \$.01 Par									18,000	I	In trust for daughter (3)

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

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<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2. Conver-	3. Trans-	3A.	4.	5.		6. Date Exercisable		7. Title and Amount		8. Price of	9. Number of	10.
Derivative Security	sion or	action	Deemed	Trans-	Numb	er	and Expiration		of Underlying		Derivative	Derivative	Owner-
	Exercise	Date	Execution	action	of		Date		Securities		Security	Securities	ship
(Instr. 3)	Price of		Date,	Code	Deriv	ative	(Month/Day/		(Instr. 3 & 4)	)	(Instr. 5)	Beneficially	Form
	Derivative	(Month/	if any		Secur	ties	Year)					Owned	of Deriv-
	Security	Day/	(Month/	(Instr.	Acqui							Following	ative
	,	Year)	Day/	8)	(A) or							Reported	Security:
			Year)	1	Dispo	sed						Transaction(s)	Direct
					of (D)							(Instr. 4)	(D)
												(111511: 1)	or
					(Instr.	3,							Indirect
					4 & 5	١							(I)
				Code V			Date	Expira-	Title	Amount			(Instr. 4)
				Code	(A)	` /	Exer-cisable		Title	or			
								Date		Number			
								Date		of			
										01 Cl			
				. (4)					~ ~	Shares			
NON-QUALIFIED	\$25.8450	01/16/03		$\mathbf{A}^{(4)}$	7,500		01/16/04	01/16/13	COMMON	7,500		7,500	D
STOCK OPTION													
(RIGHT TO BUY)				I I			ĺ		I				

Explanation of Responses:

- (1) Shares held by Barbara L. Hayes (spouse of reporting person) as trustee for daughter, Elizabeth.
- (2) Shares held by Barbara L. Hayes (spouse of reporting person) as trustee for daughter, Susan.
- (3) Shares held by Barbara L. Hayes (spouse of reporting person) as trustee for daughter, Judith.
- (4) Granted pursuant to the Tiffany & Co. 1998 Directors Option Plan, which complies with Rule 16(b)-3. The option vests in two equal installments beginning on the one-year anniversary of the grant date.

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

\*\*Signature of Reporting Person

Date

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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SAMUEL L. HAYES, III

LIMITED POWER OF ATTORNEY FOR

SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of F

- (1) seek or obtain, as the undersigned's representative and on the undersigned's behalf, EDGAR Ac
- (2) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments t
- (3) seek or obtain, as the undersigned's representative and on the undersigned's behalf, informat

<sup>\*\*</sup>Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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(4) perform any and all other acts which in the discretion of such attorney-in-fact are necessary

The undersigned acknowledges that:

(1) this Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in

(2) any documents prepared and/or executed by either such attorney-in-fact on behalf of the under

(3) neither the Company nor either of such attorneys-in-fact assumes (i) any liability for the un

(4) this Power of Attorney does not relieve the undersigned from responsibility for compliance wi

The undersigned hereby gives and grants each of the foregoing attorneys-in-fact full power and automorphism  $\frac{1}{2}$ 

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in

By: /s/ Samuel L. Hayes, III

\_\_\_\_\_

Samuel L. Hayes, III

Date: November 14, 2002

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