SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED JANUARY 31, 2002 COMMISSION FILE NUMBER: 1-9494

TIFFANY & CO.
(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation or organization)	13-3228013 (I.R.S. Employer Identification No.)
727 FIFTH AVENUE, NEW YORK, NY (Address of principal executive offices)	10022 (Zip Code)

Registrant's telephone number, including area code: (212) 755-8000

Securities registered pursuant to Section 12(b) of the Act:

TITLE OF EACH CLASS	NAME OF EACH EXCHANGE ON WHICH REGISTERED
Common Stock, $.01 par value	New York Stock Exchange
Stock Purchase Rights	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

STATE THE AGGREGATE MARKET VALUE OF THE VOTING STOCK HELD BY NON-AFFILIATES OF THE REGISTRANT. THE AGGREGATE MARKET VALUE SHALL BE COMPUTED BY REFERENCE TO THE PRICE AT WHICH THE STOCK WAS SOLD, OR THE AVERAGE BID AND ASKED PRICES OF SUCH STOCK, AS OF A SPECIFIED DATE WITHIN 60 DAYS PRIOR TO THE DATE OF FILING. As of March 22, 2002 the aggregate market value of voting stock held by non-affiliates was $5,186,490,809. See Item 5. Market for Registrant's Common Equity and Related Stockholder Matters below.

INDICATE THE NUMBER OF SHARES OUTSTANDING OF EACH OF THE REGISTRANT'S CLASSES OF COMMON STOCK, AS OF THE LATEST PRACTICABLE DATE: 145,505,077 shares of Common Stock outstanding as of March 22, 2002.

The following documents are incorporated by reference into this Annual Report on Form 10-K: Registrant's Annual Report to Stockholders for the Fiscal Year Ended January 31, 2002 (Parts I, II and IV) and Registrant's Proxy Statement Dated April 10, 2002 (Part III).

PART I

ITEM 1. BUSINESS

(a) General history of business.

Registrant (also referred to as the "Company") is the parent corporation of Tiffany and Company ("Tiffany"). Charles Lewis Tiffany founded Tiffany's business in 1837. He incorporated Tiffany in New York in 1868. Registrant acquired Tiffany in 1984 and completed the initial public offering of Registrant's Common Stock in 1987.

(b) Financial information about industry segments.

Registrant's segment information for the fiscal years ended January 31, 2002, 2001 and 2000 is incorporated by reference from Registrant's Annual Report to Stockholders for the Fiscal Year ended January 31, 2002 (Note R. "Segment Information"). Executive Officers of the Company evaluate the performance of the Company's assets on a consolidated basis. Therefore, separate financial information for the Company's assets on a segment basis is not available.

(c) Narrative description of business.

As used below, the terms "Fiscal 1999", "Fiscal 2000" and "Fiscal 2001" refer to the fiscal years ended on January 31, 2000, 2001 and 2002, respectively. Registrant is a holding company, and conducts all business through its subsidiary corporations.

Products

Registrant's principal product categories are fine jewelry, timepieces, sterling silver goods, china, crystal, stationery, writing instruments, fragrances and personal accessories.

Registrant offers an extensive selection of TIFFANY & CO. brand jewelry at a wide range of prices. In Fiscal 1999, 2000 and 2001, approximately 75%, 78% and 79%, respectively, of Registrant's net sales were attributable to jewelry. See Merchandise Purchasing, Manufacturing and Raw Materials below. Designs are developed by employees, suppliers, independent designers and independent "name" designers. See Designer Licenses below.

In addition to jewelry, the Company sells TIFFANY & CO. brand merchandise in the following categories: timepieces and clocks; sterling silver merchandise, including flatware, hollowware (tea and coffee services, bowls, cups and trays), trophies, key holders, picture frames and desk accessories; stainless steel flatware; crystal, glassware, china and other tableware; custom engraved stationery; writing instruments; and fashion accessories. Fragrance products are sold under the trademarks TIFFANY and TIFFANY FOR MEN. Tiffany also sells other

brands of timepieces and tableware in its U.S. stores. Registrant also offers a line of commercial glassware under the JUDEL trademark.

Distribution and Marketing

Channels of Distribution

For financial reporting purposes, Registrant categorizes its sales as follows:

U.S. Retail consists of retail sales transacted in company-operated stores in the United States.(1) (see U.S.

Retail below);

Direct Marketing consists of sales in the United States through a staff of specialized sales personnel who concentrate on business clients and of sales through direct mail catalogs and through Registrant's Web site at www.tiffany.com (see Direct Marketing below); and

International Retail consists of both retail and wholesale sales to customers located outside the United States, as well as a limited amount of business sales and internet sales (see International Retail below).

U.S. Retail

Fifth Avenue Store

The Fifth Avenue store in New York accounts for a significant portion of the Company's sales and is the focal point for marketing and public relations efforts. Approximately 13%, 12% and 11% of total Company net sales for Fiscal 1999, 2000 and 2001, respectively, were attributable to the New York store's retail sales. During Fiscal 2001, Tiffany completed its first phase of a four-year renovation project, which include a 25% increase of its selling space and the reconfiguration of two floors of office space for customer service and special exhibitions. Over the next three years, renovations of other existing selling space will be completed.

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(1) In fiscal years 1999 and 2000 the Company discontinued its wholesale sales of jewelry, tabletop product and fragrances to third party retailers in the United States. This change has not had a significant impact on sales or profits and has enabled the Company to better manage the TIFFANY & CO. brand and to focus management efforts on Company-operated stores in the U.S.

U.S. Branch Stores

At January 31, 2002 Tiffany had 43 branch stores in the United States. The following table identifies the location and year of opening of each U.S. branch store:

U.S. BRANCH STORE OPENINGS

STORE LOCATION	YEAR OPENED	STORE LOCATION	YEAR OPENED
San Francisco, California	1963	Charlotte, North Carolina	1997
Beverly Hills, California	1964	Chestnut Hill, Massachusetts	1997
Houston, Texas	1964	Cincinnati, Ohio	1997
Chicago, Illinois	1966	Honolulu, Hawaii (Hilton) +	1997
Atlanta, Georgia	1969	Palo Alto, California	1997
Dallas, Texas	1982	Denver, Colorado	1998
Boston, Massachusetts	1984	Honolulu, Hawaii (Surfrider)+	1998
Costa Mesa, California	1988	Las Vegas, Nevada	1998
Philadelphia, Pennsylvania	1990	Manhasset, New York	1998
Vienna, Virginia	1990	Seattle, Washington	1998
Palm Beach, Florida	1991	Scottsdale, Arizona	1998
Honolulu, Hawaii (Ala Moana)	1992	Century City, California	1999
San Diego, California	1992	Dallas (NorthPark), Texas	1999
Troy, Michigan	1992	Boca Raton, Florida	1999
Bal Harbour, Florida	1993	Tamuning, Guam++	1999
Maui, Hawaii	1994	Old Orchard, (Skokie) IL	2000
Oak Brook, Illinois	1994	Maui, Hawaii (Wailea)	2000
King of Prussia, Pennsylvania	1995	Greenwich, Connecticut	2000
Short Hills, New Jersey	1995	Portland, Oregon	2000
White Plains, New York	1995	Tampa, Florida	2001
Hackensack, New Jersey	1996	Santa Clara (San Jose), California	2001
Chevy Chase, Maryland	1996		

+   Closing Fiscal 2002, to be replaced by new Honolulu location
++ Operated by Mitsukoshi (U.S.A.), Inc. until March 1999

Most of the U.S. branch stores display a representative selection of merchandise, but none maintains the extensive selection carried by the New York store. Beginning in 2002, branch stores of approximately 5,000 square feet in size will feature a new store design and display primarily fine jewelry, with a select assortment of china and crystal giftware. One or more branch stores will be opened in resort areas and will be approximately 3,000 square feet in size. Management currently contemplates the opening of new branch stores in the United States at the rate of approximately three to five per year. Tiffany has entered into lease agreements to open additional branches in 2002 in East Hampton, New York, Orlando, Florida, Bellevue, Washington, St. Louis, Missouri and Honolulu, Hawaii. See Item 2. Properties below for further information concerning U.S. Retail store leases. U.S. Retail branch stores range in size from approximately 800 to 16,000 gross

square feet and total approximately 345,000 gross square feet. Prior to 1993, an average of approximately 45% of the floor space in each branch store was devoted to retail selling. Newer stores generally range from approximately 4,000 to 7,000 gross square feet and are designed to devote approximately 60-70% of total floor space to retail selling.

Direct Marketing

Business Sales Division

Business Sales Division sales executives call on business clients throughout the United States, selling products drawn from the retail product line and items specially developed or sourced for the business market, including trophies and items designed for the particular customer. Price allowances are given to business customers for volume purchases. Business Sales Division customers purchase for business gift giving, employee service and achievement recognition awards, customer incentives and other purposes. Products and services are marketed through an organization of approximately 160 persons through advertising in newspapers and business periodicals and through the publication of special catalogs. Business gift purchases may also be made through the Company's Web site at www.tiffany.com.

Catalogs

Tiffany also distributes catalogs of selected merchandise to its proprietary list of mail and telephone customers and to mailing lists rented from third parties. Four seasonal SELECTIONS(R) catalogs are published, supplemented by COLLECTIONS and other catalogs.

Internet

The Company distributes a selection of approximately 2,400 products through its Web site at www.tiffany.com. The Company expects to continue its expansion of merchandise selection and services on the site based on customer needs. Prospective buyers are able to purchase merchandise suitable for wedding gifts from TIFFANY & CO. registries or from a selection of TIFFANY & CO. products offered through the WeddingChannel.com website. The Company anticipates that further enhancements will be made to these services to allow registries to be edited and managed online.

The following table sets forth certain data with respect to mail, telephone and internet order operations for the periods indicated:

	Fiscal Year		
	1999	2000	2001
Number of names on catalog mailing and internet lists at year-end (consists of customers who purchased by mail, telephone or internet prior to the applicable date)*	1,103,700	1,254,000	1,497,407
Total catalog mailings during fiscal year (in millions):	26.0	24.7	25.9
Total mail, telephone or internet orders received during fiscal year*:	364,150	406,680	491,916

*Prior years have been restated to include orders received from e-commerce customers, which commenced in November 1999.

International Retail

Stores and boutiques included in the International Retail channel of distribution are listed on the following page. In these locations, which are operated by Registrant's subsidiary corporations, Registrant records as sales the retail price charged to retail customers.

For locations operated by third-party distributors, Registrant records as sales the wholesale price charged to the third-party distributors. See International Wholesale Distribution below.

International Locations

LOCATIONS OPERATED BY REGISTRANT'S SUBSIDIARIES

JAPAN * Operated by Registrant's Subsidiaries with Mitsukoshi, Ltd.	ASIA-PACIFIC EXCLUDING JAPAN
Abeno, Kintetsu Department Store	Australia: Melbourne, Collins Street
Chiba, Mitsukoshi Department Store *	Australia: Melbourne, Crown Casino
Fukuoka, Mitsukoshi *	Australia: Sydney, Chifley Plaza
Fukuoka, Mitsukoshi Department Store *	China, Beijing, The Palace Hotel
Ginza, Mitsukoshi Department Store *	Hong Kong: Causeway Bay, Lee Gardens
Hiroshima, Mitsukoshi Department Store *	Hong Kong: Landmark Center
Ikebukuro, Mitsukoshi Department Store *	Hong Kong: Pacific Place
Kagoshima, Mitsukoshi Department Store *	Hong Kong: Peninsula Hotel
Kanazawa, Mitsukoshi *	Hong Kong: Sogo Department Store
Kashiwa, Takashimaya Department Store	Korea: Seoul, Galleria Department Store
Kawasaki , Saikaya Department Store	Korea: Seoul, Hyundai Department Store
Kobe, Daimaru Department Store	Korea: Seoul, Lotte Downtown Department Store
Kobe, Mitsukoshi Department Store *	Korea: Pusan, Paradise Hotel
Kochi, Daimaru Department Store	Malaysia: Suria KLCC
Kokura, Izutsuya Department Store	Singapore: Ngee Ann City
Koriyama, Usui Department Store	Singapore: Raffles Hotel
Kumamoto, Tsuruya Department Store	Taiwan: Kaohsiung, Hanshin Department Store
Kurashiki, Mitsukoshi Department Store *	Taiwan: Tainan, Mitsukoshi Department Store
Kyoto, Daimaru Department Store	Taiwan: Taipei, Regent Hotel
Kyoto, Takashimaya Department Store	Taiwan: Taipei, Sogo Department Store
Matsuyama, Mitsukoshi Department Store*	
Nagano, Mitsukoshi *	
Nagoya Hoshigaoka, Mitsukoshi Dept. Store *	EUROPE
Nagoya Sakae, Mitsukoshi Department Store*	
Nagoya, Hilton Hotel *	
Nagoya, Takashimaya Department Store+	England: London, Old Bond Street
Nihonbashi, Mitsukoshi Department Store *	England: London, The Royal Exchange
Niigata, Mitsukoshi Department Store *	England: London, Harrod's Department Store
Oita, Tokiwa Department Store	France: Paris
Okayama, Tenmaya Department Store	Germany: Frankfurt
Okinawa, Mitsukoshi Department Store *	Germany: Munich
Osaka, Mitsukoshi Department Store *	Italy: Florence
Osaka, Takashimaya Department Store	Italy: Milan
Sagamihara, Isetan Department Store	Italy: Rome
Sapporo, Mitsukoshi Department Store *	Switzerland: Zurich

	CANADA AND CENTRAL/SOUTH AMERICA
Sendai, Mitsukoshi Department Store *	
Shinjuku, Isetan Department Store+	
Shinjuku, Mitsukoshi Department Store *	
Shinsaibashi, Daimaru Department Store	
Shizuoka, Matsuzakaya Department Store	
Tachikawa, Isetan Department Store	
Takamatsu, Mitsukoshi Department Store *	
Tokyo Bay, Ikspiari *	
Tokyo, Ginza Flagship Store *	Canada: Toronto
Tottori , Daimaru Department Store	Mexico: Mexico City, Palacio Store, Polanco
Umeda, Daimaru Department Store	Mexico: Mexico City, Palacio Store, Perisur
Utsunomiya, Tobu Department Store	Mexico: Mexico City, Masaryk
Yokohama, Landmark Plaza, Mitsukoshi *	Brazil: Sao Paulo
Yokohama, Mitsukoshi Department Store *	
+Location opened March 2002	

Business with Mitsukoshi

On August 1, 2001, Registrant's wholly-owned subsidiary, Tiffany & Co. Japan Inc. ("Tiffany-Japan") entered into agreements with Mitsukoshi Ltd. of Japan ("Mitsukoshi"). These agreements continue long-standing commercial relationships that Registrant and its affiliated companies have had with Mitsukoshi.

(Historical Background)

On June 12, 1993, Registrant, through its affiliated companies, entered into a distribution agreement (the "93 Agreement") with Mitsukoshi. The 93 Agreement significantly changed the way Registrant and Mitsukoshi had done business in Japan, which, from 1972 until that time, had consisted of sales to Mitsukoshi for resale. As a consequence of the 93 Agreement, Tiffany-Japan commenced retail sales operations in Japan.

In the fiscal years ended January 31, 2000, 2001 and 2002, respectively, total Japan sales represented 27%, 28% and 28% of Registrant's net sales. Sales made in TIFFANY & CO. boutiques located in Mitsukoshi's stores constituted 16%, 16% and 15% of Registrant's net sales in those years.

(The 93 Agreement and the 2001 Agreement)

On August 1, 2001, Tiffany-Japan and Mitsukoshi entered into an agreement (the "2001 Agreement"). The 2001 Agreement replaced the 93 Agreement, which remained in effect until November 1, 2001. The 2001 Agreement will expire on January 31, 2007.

Under the 93 and 2001 Agreements Tiffany-Japan had and has merchandising and marketing responsibilities in the operation of TIFFANY & CO. boutiques in Mitsukoshi's stores and other locations throughout Japan. Mitsukoshi acts for Tiffany-Japan in the sale of merchandise owned by Tiffany-Japan and Registrant recognizes as revenues the retail price charged to the ultimate consumer in Japan. Tiffany-Japan holds inventories for sale, establishes retail prices, bears the risk of currency fluctuations, provides one or more brand managers in each boutique, controls merchandising and displays within the boutiques, manages inventory and controls and funds all advertising and publicity programs with respect to TIFFANY & CO. merchandise. Mitsukoshi provides and maintains boutique facilities and assumes retail credit and certain other risks. Risk of inventory loss varies depending on whether the boutique is a "Standard Boutique" or a "Concession Boutique." Mitsukoshi bears responsibility for loss or damage to the merchandise in Standard Boutiques and Tiffany-Japan bears the risk in Concession Boutiques.

Mitsukoshi provides retail staff in Standard Boutiques and Tiffany-Japan provides retail staff in Concession Boutiques. At present, there are 19 Standard Boutiques and eight Concession Boutiques. Under the 2001 Agreement two existing boutiques will be closed and 10 will be converted from Standard to Concession Boutiques over the term of the Agreement.

Under the 93 Agreement, Mitsukoshi retained a portion (the "basic portion") of the net retail sales made in TIFFANY & CO Boutiques. The basic portion varied depending on the type

of Boutique and the retail price of the merchandise involved. Generally, however, Mitsukoshi's basic portion was 27% in Standard Boutiques and 20% in Concession Boutiques. These basic portions will remain in effect under the 2001 Agreement through January 31, 2003.

From February 1, 2003 through the expiration of the 2001 Agreement, Mitsukoshi's basic portion will be reduced by four percent in each category and increased by a factor that varies between zero and three percent depending upon the historic sales performance of the individual boutique in question. Thus, the highest basic portion available to Mitsukoshi in any Boutique during this time period will be 26% and Registrant expects that Mitsukoshi's average portion, across all Boutiques, will not be less than 24%.

Under the 93 Agreement, Tiffany-Japan also paid Mitsukoshi an incentive fee of five percent of the amount by which boutique sales increased year-to-year, calculated on a per-boutique basis. Under the 2001 Agreement, the five-percent incentive fee will be calculated only upon the increase above "Target Sales." Target Sales means a year-to-year increase that is greater than the lesser of (i) 10% or (ii) a sales goal set by Tiffany-Japan.

Under the 93 Agreement, Mitsukoshi had the following exclusive rights in Tokyo: TIFFANY & CO. boutiques could be established only in Mitsukoshi's stores and TIFFANY & CO. brand jewelry could be sold only in such boutiques, or in the "Flagship Store" (see below). Outside Tokyo, Registrant was not restricted in its right to establish TIFFANY & CO. boutiques or sell TIFFANY & CO. merchandise.

Under the 2001 Agreement, Registrant is free to establish TIFFANY & CO. boutiques and sell TIFFANY & CO. merchandise throughout Japan, including in Tokyo.

(The FSS Agreement and the 2001 FSS Agreement)

Mitsukoshi, Tiffany-Japan and Tiffany entered into an Agreement dated February 23, 1996 (the "FSS Agreement") governing the operation of a 7,700 square foot TIFFANY & CO. store in premises (the "Premises") located in Tokyo's Ginza shopping district (the "Flagship Store"). Tiffany-Japan completed, at its cost, all necessary improvements to prepare the Premises and delivered the Premises to Mitsukoshi in May 1996. In June 1999, by Supplemental Agreement to the FSS Agreement, the parties expanded the Premises to approximately 12,000 square feet. The Premises are leased by a third party landlord to Tiffany-Japan for a fixed annual rental.

On August 1, 2001, Mitsukoshi and Tiffany-Japan entered into the "2001 FSS Agreement" which replaced the FSS Agreement.

Under both the FSS Agreement and the 2001 FSS Agreement, the Premises are subleased by Tiffany-Japan to Mitsukoshi on a percentage-of-sales basis (the "Sublease"). Tiffany-Japan bears all costs of operating the Premises. Tiffany-Japan selects and furnishes merchandise for display in the Flagship Store, prices the merchandise for retail sale, bears all risk of loss until the merchandise is sold to a customer and determines all issues of display, packaging, signage and advertising. Mitsukoshi acts for Tiffany-Japan in the sale of the merchandise, collects and holds the sales proceeds, makes credit available to customers, bears all credit losses and provides its point-of-sale transaction processing system (the "POS System"). Tiffany-Japan provides all necessary staff other than employees provided by Mitsukoshi in connection with the POS

System. Management of the Flagship Store, other than with respect to the POS System, is the responsibility of Tiffany-Japan.

After compensating Tiffany-Japan on a percentage-of-sales basis for Sublease rent and staffing, Mitsukoshi is allocated a percentage of net sales. Under the FSS Agreement, Mitsukoshi's percentage allocation was 8.3%. Under the 2001 FSS Agreement, Mitsukoshi's percentage allocation is 3%

The 2001 FSS Agreement is scheduled to expire on September 30, 2002, but will be extended until September 30, 2005, and then again to January 31, 2007, subject to renewal of the lease for the Premises by Tiffany-Japan and the landlord for the Premises.

(Other Transactions)

On February 2, 1998, Tiffany purchased, as a going concern, the TIFFANY & CO. business operated on the island of Oahu, Hawaii, by an affiliate of Mitsukoshi under agreement with Tiffany. The transaction was structured as a purchase of assets. Tiffany paid a cash price of $8.1 million and agreed to make contingent payments equal to 3.75% of certain sales made by Tiffany on the island of Oahu after the date of the purchase through January 31, 2003. On March 19, 1999, Tiffany purchased, as a going concern, the TIFFANY & CO. business operated in Guam by an affiliate of Mitsukoshi under agreement with Tiffany. The transaction was structured as a cash-for-stock purchase of the affiliate, under which Tiffany assumed all of the assets and liabilities of the affiliate. Tiffany paid a total cash price of $7.0 million.

From 1989 through January 1999, Mitsukoshi Limited of Japan and its affiliated companies held a significant portion of the Registrant's Common Stock. As of January 31, 1999, Mitsukoshi's holdings represented 12.3% of Registrant's outstanding shares. In February 1999, Mitsukoshi sold all of its holdings of Registrant's Common Stock through a public offering.

International Wholesale Distribution

Wholesale distribution of selected TIFFANY & CO. merchandise is also made through independent distributors in the countries listed on the following page. Registrant records as sales the wholesale price charged to the third-party distributor. Multiple doors are indicated in parentheses.(2)

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(2) In fiscal years 2000 and 2001 the Company discontinued wholesale sales of jewelry and fragrance in Europe. This change has not had a significant impact on sales or profits and has enabled the Company to better manage the TIFFANY & CO. brand and to focus management efforts on Company-operated stores in Europe.

INTERNATIONAL WHOLESALE DISTRIBUTION

ASIA-PACIFIC, MIDDLE EAST AND RUSSIA		CARIBBEAN	
Australia (2)	Morocco	Aruba (3)	Jamaica (5)
Bahrain	New Zealand	Bahamas (3)	Puerto Rico (3)
Egypt	Oman (2)	Barbados	St. Maarten (2)
Guam	Philippines (2)	Bermuda	St. Thomas (2)
Hong Kong	Qatar (4)	Dominican Republic (2)	Turks and Caicos (2)
India	Russia (7)	Grand Cayman (2)	
Indonesia	Saipan		
Japan (7)	Saudi Arabia (5)		
Korea	Singapore		
Kuwait (2)	Syria		
Lebanon (3)	United Arab Emirates (4)		

CANADA		CENTRAL/LATIN AND SOUTH AMERICA	
Calgary	Ottawa	Argentina (4)	Panama
Montreal	Vancouver	Brazil	Paraguay (4)
		Colombia	Venezuela (2)
		Costa Rica	

Guatemala
Honduras (2)
Mexico (6)

Management anticipates continued expansion of international wholesale distribution in Central/Latin/South American, Caribbean and Asia-Pacific regions as markets are developed.

Expansion of Worldwide Retail Operations

Registrant expects to continue to open stores in locations outside the United States. However, the timing and success of this program will depend upon many factors, including Registrant's ability to obtain suitable retail space on satisfactory economic terms and the extent of consumer demand for TIFFANY & CO. products in overseas markets. Such demand varies from market to market.

The Company's commercial relationship with Mitsukoshi and Mitsukoshi's ability to continue as a leading department store operator have been and will continue to be substantial factors in the Company's continued success in Japan. Presently, TIFFANY & CO. boutiques are located in 27 Mitsukoshi department stores and other retail locations operated with Mitsukoshi in Japan. The Company also operates 22 boutiques primarily in department stores other than Mitsukoshi, in locations within Japan but outside of Tokyo, and plans to open more.

In recent years, the Japanese department store industry has, in general, suffered declining sales. There is a risk that such financial difficulties will force consolidations or store closings.

Should one or more Japanese department store operators, such as Mitsukoshi, elect or be required to close one or more stores now housing a TIFFANY & CO. boutique, the Company's sales and earnings would be reduced while alternate premises are being obtained.

Tiffany began its ongoing program of international expansion through proprietary retail stores in 1986 with the establishment of the London store. Company-operated international TIFFANY & CO. stores and boutiques range in size from approximately 400 to 14,000 gross square feet and total approximately 224,000 gross square feet devoted to retail purposes. The following chart details the growth in the Company's stores and boutiques since Fiscal 1987 on a worldwide basis:

Worldwide Retail Locations Operated by Registrant's Subsidiary Companies

	Americas and Europe			Asia-Pacific		
End of Fiscal:	U.S.	Canada, Central/Latin/South Americas	Europe	Japan	Elsewhere	Total
1987	8	0	2	0	0	10
1988	9	0	3	0	1	13
1989	9	0	5	0	2	16
1990	12	0	5	0	3	20
1991	13	1	7	0	4	25
1992	16	1	7	7	4	35
1993	16	1	6	37**	5	65
1994	18	1	6	37	7	69

1995	21	1	6	38	9	75
1996	23	1	6	39	12	81
1997	28	2	7	42	17	96
1998	34	2	7	44	17	104
1999	38	3	8	44	17	110
2000	42	4	8	44	21	119
2001	44	5	10	47	20	126

**Prior to July 1993, many TIFFANY & CO. boutiques in Japan were operated by Mitsukoshi (ranging from 21 in 1987 to 29 in 1993). See Business with Mitsukoshi above.

Advertising and Promotion

Tiffany regularly advertises its business, primarily in newspapers and magazines. In Fiscal 1999, 2000 and 2001, Tiffany spent approximately $57.3 million, $65.4 million, and $68.1 million, respectively, on worldwide advertising, net of amounts contributed by vendors to Tiffany, but inclusive of cooperative advertising funds contributed by Tiffany to third party distributors and amounts expended to print and mail catalogs and brochures.

Public Relations (promotional) activity is also a significant aspect of Registrant's business. Management believes that Tiffany's image is enhanced by a program of charity sponsorships, grants and merchandise donations. Donations are also made to The Tiffany & Co. Foundation, a private foundation organized to support other 501(c)(3) charitable organizations with efforts concentrated in the preservation of the arts and environmental conservation. The Company also engages in a program of retail promotions and media activities to maintain consumer awareness of the Company and its products. Each year, Tiffany publishes its well-known Blue Book which showcases fine jewelry and other merchandise. Tiffany's window displays are another important aspect of Tiffany's promotional efforts. John Loring, Tiffany's Design Director, is the author of numerous books featuring TIFFANY & CO. products. Registrant considers these and other promotional efforts important in maintaining Tiffany's image as an arbiter of taste and style.

Trademarks

The designations TIFFANY(R) and TIFFANY & CO.(R) are the principal trademarks of Tiffany, as well as serving as tradenames. Through its subsidiaries, the Company has obtained and is the proprietor of trademark registrations for TIFFANY and TIFFANY & CO. as well as the TIFFANY BLUE BOX(R) and the color TIFFANY BLUE(R) for a variety of product categories in the United States and in other countries. Over the years, Tiffany has maintained a program to protect its trademarks and has instituted legal action where necessary to prevent others either from registering or using marks which are considered to create a likelihood of confusion with the Company or its products. Tiffany has been generally successful in such actions and management considers that its United States trademark rights in TIFFANY and TIFFANY & CO. are strong. However, use of the designation TIFFANY by third parties (often small companies) on unrelated goods or services, frequently transient in nature, may not come to the attention of Tiffany or may not rise to a level of concern warranting legal action. Despite the general fame of the TIFFANY and TIFFANY & CO. name and mark for the Company's products and services, Tiffany is not the sole person entitled to use the name TIFFANY in every category in every country of the world; third parties have registered the name TIFFANY in the United States in the food services category, and in a number of foreign countries in respect of certain product categories (including, in a few countries, the categories of fragrance, cosmetics, jewelry, eyeglass frames, clothing and tobacco products) under circumstances where Tiffany's rights were not sufficiently clear under local

law, and/or where management concluded that Tiffany's foreseeable business interests did not warrant the expense of litigation.

Designer Licenses

Tiffany has been the sole licensee for jewelry designed by Elsa Peretti, Paloma Picasso and the late Jean Schlumberger since 1974, 1980 and 1956, respectively. In 1992, Tiffany acquired trademark and other rights necessary to sell the designs of the late Mr. Schlumberger under the TIFFANY-SCHLUMBERGER trademark. Ms. Peretti and Ms. Picasso retain ownership of copyrights for their designs and of their trademarks and exercise approval rights with respect to important aspects of the promotion, display, manufacture and merchandising of their designs. Tiffany is required by contract to devote a portion of its advertising budget to the promotion of their respective products; each is paid a royalty by Tiffany for jewelry and other items designed by them and sold under their respective names. Written agreements exist between Ms. Peretti and Tiffany and between Ms. Picasso and Tiffany but may be terminated by either party following six months notice to the other party. Tiffany is the sole retail source for merchandise designed by Ms. Peretti worldwide; however, she has reserved by contract the right to appoint other distributors in markets outside the United States, Canada, Japan, Singapore, Australia, Italy, the United Kingdom, Switzerland and Germany.

The designs of Ms. Peretti accounted for 15% of the Company's net sales in Fiscal 1999, 2000 and 2001. Merchandise designed by Ms. Picasso accounted for 3% of the Company's net sales in Fiscal 1999, 2000 and 2001.

Registrant's operating results could be adversely affected were it to cease to be a licensee of either of these designers or should its degree of exclusivity in respect of their designs be diminished.

Merchandise Purchasing, Manufacturing and Raw Materials

Merchandise offered for sale by the Company is supplied from Tiffany's jewelry and silver goods manufacturing facility in Cumberland, Rhode Island and Tiffany's workshops in New York City and Pelham, New York; Parsippany, New Jersey; Salem, West Virginia; and Paris, France and through purchases and consignments from others. The following table shows Tiffany's sources of merchandise, based on cost, for the periods indicated:

	Fiscal Years		
	1999	2000	2001
Produced by Tiffany	37%	46%	44%
Purchased from others	63	54	56
Total	100%	100%	100%

The preceding figures include the cost of precious gems incorporated in such merchandise. Approximately 39% of the merchandise purchased from others in Fiscal 2001 was manufactured outside the United States.

Gems and precious metals used in making Tiffany's jewelry may be purchased from a variety of sources. For the most part, purchases of such materials are from suppliers with which Tiffany enjoys long-standing relationships.

Products containing one or more diamonds of varying sizes, including diamonds used as accents, side-stones and center-stones, accounted for approximately 38%, 40% and 38% of Tiffany's net sales in Fiscal 1999, 2000 and 2001, respectively. Products containing one or more diamonds of one carat or larger accounted for less than 10% of net sales in each of those years. Tiffany

purchases cut diamonds principally from four key vendors. Were trade relations between Tiffany and one or more of these vendors to be disrupted, the Company's sales would be adversely affected in the short term until alternative supply arrangements could be established. Diamonds of one carat or greater of the quality the Company demands are, on a relative basis, more difficult to acquire than smaller diamonds. Established sources for smaller stones would be more easily replaced in the event of a disruption in supply than would established sources for larger-sized stones.

Except as noted above, Tiffany believes that there are numerous alternative sources for gems and precious metals and that the loss of any single supplier would not have a material adverse effect on its operations.

In 2001 the Company entered into a joint arrangement and distribution contract with Aber Diamond Corporation ("Aber"), a publicly-traded company headquartered in Canada. In 1999, the Company made a 14.7% equity investment ($71 million) in Aber by purchasing 8 million unregistered shares of its common stock. It is expected that Tiffany's alliance with Aber, a 40% participant of the Diavik Diamonds Project in Northwest Canada, will enable Tiffany to secure a significant portion of its future diamond needs once production commences. Production is expected to commence in the first half of Fiscal 2003.

Presently, the supply and price of rough (uncut and unpolished) diamonds in the principal world markets have been and continue to be significantly influenced by a single entity, the Diamond Trading Corporation (the "DTC"), of De Beers Centenary AG, a Swiss corporation. The DTC supplies approximately 65% of the world market for rough, gem-quality diamonds, notwithstanding that its historical ability to control supplies has been somewhat diminished due to changing politics in diamond-producing countries and revised contractual arrangements with independent mine operators. Through its affiliates, the DTC continues to exert a significant influence on the demand for polished diamonds through its advertising and marketing efforts throughout the world.

Tiffany does not purchase rough diamonds; in consequence, Tiffany does not purchase directly from the DTC. Some, but not all, of Tiffany's suppliers do purchase directly from the DTC. It is estimated that 50% of the diamonds that Tiffany purchases have their source with the DTC. The availability and price of diamonds to the DTC and Tiffany's suppliers may be, to some extent, dependent on the political situation in diamond-producing countries, the opening of new mines and the continuance of the prevailing supply and marketing arrangements for rough diamonds. Sustained interruption in the supply of rough diamonds or an over-abundance of supply or a substantial change in the marketing arrangements described above could adversely affect Tiffany and the retail jewelry industry as a whole. Direct purchasers from the DTC may, in the future, sell cut and polished diamonds marked with the DTC's proprietary trademark. Such a practice, coupled with a change in the marketing and advertising policies of the DTC's affiliates, could affect consumer demand for diamonds that do not bear the DTC's trademark. Tiffany may or may not carry such branded diamonds in the future. Additionally, an affiliate of the DTC has announced a joint venture with an affiliate of a major luxury goods retailer for the purpose of retailing diamond jewelry. This joint venture is likely to become a competitor of Tiffany.

Increasing attention has been focused within the last few years on the issue of "conflict" diamonds. Conflict diamonds are extracted from war-torn regions and sold by rebel forces to fund insurrection. Allegations have been made in the press that diamonds are used as a source to further terrorist activities. Concerned participants in the diamond trade, including Tiffany and non-government organizations, seek to exclude such diamonds, which represent a small fraction of the world's supply, from legitimate trade through an international system of certification and legislative initiatives. It is expected that such efforts, if successful, will not substantially affect the supply of diamonds. However, in the near term, efforts by these non-governmental organizations to increase consumer awareness of the issue and encourage legislative response could affect consumer demand for diamonds.

Finished jewelry is purchased from approximately 100 manufacturers, most of which have long-standing relationships with Tiffany. Tiffany believes that there are alternative sources for most jewelry items; however, due to the craftsmanship involved in certain designs, Tiffany would have difficulty in finding readily available alternatives in the short term.

TIFFANY & CO. brand clocks and components for timepieces are manufactured and assembled by third parties. Approximately 50% of net watch sales during Fiscal 2001 were attributable to a single manufacturer. Tiffany contracts with a single manufacturer to produce its silver flatware patterns from Tiffany's proprietary tools and dies by use of Tiffany's traditional manufacturing techniques. Likewise, engraved stationery is purchased from a single manufacturer. Loss of any of these manufacturers could result in the unavailability of timepieces, silver flatware or engraved stationery, as the case may be, during the period necessary for Tiffany to arrange for new production.

Competition

Registrant encounters significant competition in all of its product lines from other third-party providers, some of which specialize in just one area in which the Company is active. Many of the Company's competitors have established reputations for style and expertise similar to that of the Company and compete on the basis of value. Other jewelers and retailers compete primarily through advertised price promotion. The Company competes on the basis of quality and value and does not engage in price promotional advertising. See Merchandise Purchasing, Manufacturing and Raw Materials above.

The international marketplace for the Company's products is highly competitive. Although the Company believes that the name TIFFANY & CO. is known internationally, and although Tiffany did operate retail stores in London and Paris prior to World War II, the Company did not have a retail presence in Europe in the post-war era until 1986. Accordingly, consumer awareness of Tiffany & Co. and its products is not as strong in Europe as in the U.S. or in Japan, where Tiffany has distributed its products for many years. The Company expects that its overseas stores will continue to experience intense competition from established retailers in international cities where TIFFANY & CO. stores are or may eventually be located.

Registrant also faces increasing competition in the area of direct marketing. A growing number of direct sellers compete for access to the same mailing lists of known purchasers of luxury goods. In marketing service awards and business gifts to corporations and other organizations, the Company faces numerous competitors who sell a wide variety of products at a greater price range

than the Company, which has chosen to offer a more limited selection in order to adhere to its established quality standards. Tiffany currently distributes selected merchandise through its Web site at www.tiffany.com and anticipates continuing competition in this area as the technology evolves. Tiffany does not currently offer diamond engagement jewelry through its Web site, while certain of Tiffany's competitors do. Nonetheless, Tiffany will seek to maintain and improve its position in the Internet marketplace by refining and expanding its merchandise selection and services.

Seasonality

As a jeweler and specialty retailer, the Company's business is seasonal in nature, with the fourth quarter typically representing a proportionally greater percentage of annual sales, earnings from operations and cash flow. Management expects such seasonality to continue.

Employees

As of January 31, 2002, the Registrant's subsidiary corporations employed an aggregate of approximately 5,938 full-time and part-time persons. Of those employees, 4,798 are employed in the United States. Of Tiffany's total employees, approximately 2,378 persons are salaried employees, 617 are engaged in manufacturing and 2,985 are retail store personnel. None of the Company's employees is represented by a union. Registrant believes that relations with its employees are good.

ITEM 2. PROPERTIES

Registrant both owns and leases its principal operating facilities and occupies its various store premises under lease arrangements which are generally

on a two to ten-year basis.

New York Store

In November 1999, Tiffany repurchased the land and building housing its flagship store at 727 Fifth Avenue in New York City. Prior to its repurchase, the building had been leased by Tiffany since 1984. Constructed for Tiffany in 1940, the building was designed to be a retail store for the Company and is believed to be well located for this function. Currently, approximately 40,000 gross square feet of this 124,000 square foot building are devoted to retail sales, with the balance devoted to administrative offices, certain product services, jewelry manufacturing and storage. During Fiscal 2001, Tiffany completed its first phase of a four-year renovation project, which include a 25% increase of its selling space and the reconfiguration of two floors of office space for customer service and special exhibitions. Over the next three years, renovations of other existing selling space will be completed.

Customer Service Center

In 1995, Tiffany entered into a lease of undeveloped property in Parsippany, New Jersey, in order to construct and occupy a new distribution facility. In April 1997, construction of the

"Customer Service Center" ("CSC") on that property was completed and Tiffany commenced operations. The CSC is a combined warehouse, distribution, light manufacturing, computing and office center. To meet increased demand, the computer and office center areas were expanded during Fiscal 2001. In January 2001, Tiffany exercised its right under the lease to purchase the CSC for a scheduled purchase price. This capital lease buyout was completed on January 31, 2002. Registrant believes that the CSC has been properly designed to handle worldwide distribution functions and that it is suitable for that purpose. The CSC currently comprises approximately 370,000 square feet, of which approximately 186,000 square feet are devoted to office and computer operations use, with the balance devoted to warehousing, shipping, receiving, light manufacturing, merchandise processing and other distribution functions.

In anticipation of growth in sales volume and company-operated stores, in Fiscal 2001 Tiffany entered into a ground lease of undeveloped property in Hanover Township, New Jersey in order to construct and occupy an additional facility to manage the warehousing and processing of direct-to-customer orders and to perform other distribution functions. Construction of the facility has commenced and occupancy is expected in Fiscal 2003. The proposed facility will be approximately 266,000 square feet, of which approximately 34,500 square feet will be devoted to office use, the balance to warehousing, shipping, receiving, merchandise processing and other warehouse functions. When the new facility becomes operational, the CSC will be devoted to store replenishment and wholesale support activities.

Manufacturing Facility - Cumberland, Rhode Island

In January 2000 Tiffany entered into a purchase agreement for the purchase of undeveloped property in Cumberland, Providence County, Rhode Island in order to construct and occupy a 100,000 square foot jewelry and silver goods manufacturing facility.(3) In May 2001, construction of the facility was completed and Tiffany commenced operations.

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(3) In September 2000 Tiffany entered into agreements with the Rhode Island Industrial Facilities Corporation to purchase an industrial development bond for the purpose of financing the continued construction and equipping of the manufacturing facility. In connection with the issuance of the Bond, Tiffany transferred title to the land, building and improvements, and leased back the project. Under the Lease Agreement, Tiffany's rental payments will be used to pay the principal and interest on the Bond. Upon payment in full of the Bond, Tiffany has the option to purchase the facility at a price of One Thousand ($1,000.00) Dollars.

Branch and Subsidiary Retail Store Leases

Set forth below is the expiration date for each of Tiffany's existing branch and subsidiary retail store leases (and, where applicable, optional renewal terms):

U.S. BRANCH STORE LEASES

CITY	STATE/TERR.	LOCATION	EXPIRATION DATE	RENEWAL OPTIONS
Atlanta	GA	Phipps Plaza Shopping Center	July 31, 2010	
Bal Harbour	FL	Bal Harbour Shops	May 31, 2003	
Beverly Hills	CA	Two Rodeo Drive	October 7, 2005	Two five-year terms
Boca Raton	FL	Town Center	January 31, 2010	One five-year term
Boston	MA	Copley Place	July 31, 2009	Two five-year terms
Century City	CA	Century City Shopping Center	June 30, 2009	
Charlotte	NC	SouthPark Mall	December 31, 2007	One five-year term
Chestnut Hill	MA	The Atrium	January 31, 2008	One five-year term
Chevy Chase	MD	5500 Wisconsin Avenue	January 31, 2006	
Chicago	IL	730 North Michigan Avenue	October 20, 2012	Two five-year terms
Cincinnati	OH	Fountain Place	November 30, 2012	Two five-year terms
Costa Mesa	CA	South Coast Plaza	January 31, 2004	One five-year term
Dallas	TX	The Galleria	May 31, 2009	
Dallas	TX	NorthPark Center	May 31, 2009	One five-year term
Denver	CO	Cherry Creek Shopping Center	January 31, 2008	One five-year term
Greenwich	CT	140 Greenwich Avenue	July 31, 2010	Two five-year terms
Hackensack	NJ	Riverside Square Mall	September 30, 2006	
Honolulu	HI	Ala Moana Center	January 31, 2011	
Honolulu	HI	Hilton Hawaiian Village	December 31, 2002	One five-year term
Honolulu	HI	Moana Surfrider	January 31, 2003	
Houston	TX	Galleria Post Oak	September 30, 2006	
King of Prussia	PA	King of Prussia Plaza	November 30, 2005	One five-year term
Las Vegas	NV	Bellagio	March 1, 2008	One ten-year term
Manhasset	NY	Americana Shopping Center	June 9, 2008	
Maui	HI	Whalers Village	July 31, 2004	
Maui	HI	Wailea	November 30, 2010	One five-year term
Oak Brook	IL	Oakbrook Center	April 30, 2009	Two five-year terms
Old Orchard	IL	Old Orchard Shopping Center	April 30, 2010	One five-year term
Palm Beach	FL	259 Worth Avenue	May 31, 2007	Two five-year terms
Palo Alto	CA	Stanford Shopping Center	May 31, 2007	
Philadelphia	PA	The Bellevue	June 30, 2010	One five-year term
Portland	OR	Pioneer Place	December 31, 2010	One five-year term
San Diego	CA	Fashion Valley Shopping Center	December 31, 2007	One five-year term
San Francisco	CA	Union Square	November 1, 2010	One ten-year term
Santa Clara (San Jose)	CA	Westfield Shoppingtown Valley Fair	January 31, 2012	
Scottsdale	AZ	Fashion Square	December 31, 2008	One five-year term
Seattle	WA	Pacific Place	October 28, 2008	Two five-year terms
Short Hills	NJ	The Mall at Short Hills	January 31, 2005	One five-year term
Tampa	FL	International Plaza	January 31, 2012	One five-year term
Tamuning	Guam	Tumon Sands Plaza	September 30, 2003	

Troy	MI	The Somerset Collection	September 30, 2007	
Vienna	VA	Fairfax Square	March 31, 2010	One five-year term
White Plains	NY	The Westchester	March 31, 2005	One five-year term

INTERNATIONAL BRANCH STORE LEASES

COUNTRY	CITY	LOCATION	EXPIRATION DATE	RENEWAL OPTIONS
Australia	Sydney	Chifley Tower	October 18, 2004	One five-year term
Australia	Melbourne	Crown Casino	May 7, 2002	
Australia	Melbourne	267 Collins Street	October 31, 2005	Three five-year terms
Brazil	Sao Paulo	Shopping Center Iguatemi	January 1, 2006	Two five-year terms
Canada	Toronto	85 Bloor Street West	August 31, 2006	One seven-year term
England	London	25 Old Bond Street	March 24, 2016	
England	London	The Royal Exchange	August 31, 2016	Three five-year terms
France	Paris	6 Rue de la Paix	April 1, 2011	
Germany	Frankfurt	20 Goethestrasse	January 31, 2011	One ten-year term
Germany	Munich	Residenzstrasse 11	January 31, 2004	One five-year term
Hong Kong	Causeway Bay	Lee Gardens	June 30, 2003	
Hong Kong		The Landmark	May 31, 2005	
Hong Kong	Kowloon	The Peninsula	February 29, 2004	
Hong Kong		Pacific Place	October 31, 2003	
Italy	Florence	Via Tornabuoni	December 31, 2007	
Italy	Milan	Via della Spiga	October 31, 2005	
Italy	Rome	Via Del Babuino	December 31, 2007	One six-year term+
Japan	Tokyo	Ginza	October 24, 2005	One three-year term
Korea	Pusan	Paradise Hotel	September 20, 2003	One two-year option
Malaysia	Kuala Lumpur	Suria KL City Centre	November 30, 2002	Two three-year terms
Mexico	Mexico City	Masaryk	May 31, 2004	Two three-year terms
Singapore		Raffles Hotel	September 15, 2003	
Singapore		Ngee Ann City	September 14, 2005	One one-year term
Switzerland	Zurich	Bahnhofstrasse 14	September 30, 2005	
Taiwan	Taipei	Regent Hotel	April 30, 2006	

+ Renewal subject to conditions imposed by Italian law, including right of landlord to occupy premises for its own use.

New Store Leases

In addition to the U.S. leases described herein on page 19, Tiffany has entered into the following new leases for domestic stores expected to open in 2002: a 15-year lease for a 5,500 square foot store at Bellevue Square in Bellevue, Washington, a 10-year lease for a 4,800 square foot store at Plaza Frontenac in St. Louis, Missouri, a 10-year lease for a 5,700 square foot store in The Mall at Millenia in Orlando, Florida, a 10-year lease for a 3,300 square foot store at 53 Main Street in East Hampton, New York and a 15-year lease for a 10,100 square foot store on Kalakaua Avenue, Waikiki, Honolulu, Hawaii.

ITEM 3. LEGAL AND ENVIRONMENTAL PROCEEDINGS

Registrant and Tiffany are from time to time involved in routine litigation incidental to the conduct of Tiffany's business, including proceedings to protect its trademark rights, litigation with parties claiming infringement of their intellectual property rights by Tiffany, litigation

instituted by persons alleged to have been injured upon premises within Registrant's control and litigation with present and former employees. Although litigation with present and former employees is routine and incidental to the conduct of Tiffany's business, as well as for any business employing significant numbers of U.S.-based employees, such litigation can result in large monetary awards when a civil

jury is allowed to determine compensatory and/or punitive damages for actions claiming discrimination on the basis of age, gender, race, religion, disability or other legally protected characteristic or for termination of employment that is wrongful or in violation of implied contracts. However, Registrant believes that no litigation currently pending to which it or Tiffany is a party or to which its properties are subject will have a material adverse effect on its financial position, results of operations or cash flows.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to a vote of the Company's security holders during the fourth quarter of the fiscal year ended January 31, 2002.

EXECUTIVE OFFICERS OF THE REGISTRANT

The executive officers of Registrant are:

NAME	AGE	POSITION	YEAR JOINED TIFFANY
William R. Chaney	69	Chairman of the Board of Directors	1980
Michael J. Kowalski	50	President and Chief Executive Officer	1983
James E. Quinn	50	Vice Chairman	1986
Beth O. Canavan	47	Executive Vice President	1987
James N. Fernandez	46	Executive Vice President and Chief Financial Officer	1983
Victoria Berger-Gross	46	Senior Vice President -- Human Resources	2001
Patrick B. Dorsey	51	Senior Vice President -- General Counsel and Secretary	1985
Linda A. Hanson	41	Senior Vice President -- Merchandising	1990
Fernanda M. Kellogg	55	Senior Vice President -- Public Relations	1984
Caroline D. Naggiar	44	Senior Vice President -- Marketing	1997
John S. Petterson	43	Senior Vice President -- Operations	1988

William R. Chaney. Mr. Chaney, Chairman of Tiffany since August 1984, joined Tiffany in January 1980 as a member of its Board. From August 1984 through January 31, 1999, he also served as Chief Executive Officer of Registrant. Prior to 1984 he served as an executive officer of Avon Products Inc. Mr. Chaney also serves on the board of directors of the Bank of New York, the Atlantic Mutual Companies and Provident Holdings, Inc. Bank of New York is Tiffany's principal banking relationship

serving as Administrative Agent and a lender under the Registrant's revolving credit facility and as trustee of the Tiffany and Company Pension Plan.

Michael J. Kowalski. Mr. Kowalski was appointed President on January 18, 1996 and served as Chief Operating Officer from January 1997 until his appointment as Chief Executive Officer on February 1, 1999, succeeding William R. Chaney. He has served on Registrant's Board of Directors since January 1995. He previously served as Executive Vice President from March 19, 1992, with overall responsibility in the following areas: merchandising, marketing, advertising, public relations and product design. He has held a variety of merchandising management positions since joining Tiffany in 1983 as Director of Financial

Planning.

James E. Quinn. Mr. Quinn joined Tiffany in July 1986 as Vice President of branch sales for the Company's corporate sales operations and has since had various responsibilities for sales management and operations. He was promoted to Executive Vice President on March 19, 1992 and assumed responsibility for retail and corporate sales for the Americas in 1994. In January 1995 he became a member of Registrant's Board of Directors. In January 1998 he was appointed Vice Chairman. He has responsibility for worldwide sales. Mr. Quinn is a member of the board of directors of BNY Hamilton Funds, Inc. and Mutual of America Capital Management. At the request of the Registrant, Mr. Quinn also serves on the board of directors of Little Switzerland, Inc., a specialty retailer of brand name watches, jewelry and giftware in which the Registrant holds a 45% equity interest.

Beth O. Canavan. Ms. Canavan joined Tiffany in May 1987 as Director of New Store Development. She later held the positions of Vice President, Retail Sales Development in 1990, Vice President and General Manager of the New York Store in 1992 and Eastern Regional Vice President in 1994. In 1997, she assumed the position of Senior Vice President for U.S. Retail. In January 2000, she was promoted to Executive Vice President responsible for retail sales activities in the U.S. and Canada, retail store expansion and customer service. In May 2001, Ms. Canavan also assumed responsibility for direct sales and business sales activities in the U.S. and Canada.

James N. Fernandez. Mr. Fernandez joined Tiffany in October 1983 and has held various positions in financial planning and management prior to his appointment as Senior Vice President-Chief Financial Officer in April 1989. In January 1998, he was promoted to Executive Vice President-Chief Financial Officer, at which time his responsibilities were expanded to include distribution in addition to his responsibilities for the accounting, treasury, investor relations, information technology, financial planning and internal audit functions. At the request of the Registrant, Mr. Fernandez serves on the board of directors of Aber Diamond Corporation, a publicly-traded company in which the Registrant holds a 14.7% equity interest. Aber is a 40% participant of the Diavik Diamonds Project in Northwest Canada.

Victoria Berger-Gross. Dr. Berger-Gross joined Tiffany in February 2001 as Senior Vice President - Human Resources. Prior to joining Tiffany, she served as Senior Vice President & Director of Human Resources at Lehman Brothers from May 2000, Senior Director - Human Resources at Bertelsmann A.G.'s BMG Entertainment from March 1998 and Vice President - Organizational Effectiveness at Personnel Decisions International from January 1990.

Patrick B. Dorsey. Mr. Dorsey joined Tiffany in July 1985 as General Counsel and Secretary. At the request of the Registrant, Mr. Dorsey serves on the board of directors of Little Switzerland, Inc.,

a specialty retailer of brand name watches, jewelry and giftware in which the Registrant holds a 45% equity interest.

Linda A. Hanson. Ms. Hanson joined Tiffany in April 1990 as a management associate. She assumed her current responsibilities in July 1997.

Fernanda M. Kellogg. Ms. Kellogg joined Tiffany in October 1984 as Director of Retail Marketing. She assumed her current responsibilities in January 1990.

Caroline D. Naggiar. Ms. Naggiar joined Tiffany in June 1997 as Vice President - Marketing Communications. She assumed her current responsibilities in February 1998. Prior to joining Tiffany, she served as Vice President - Management Representative of McCann-Erickson Advertising from January 1993, where she was responsible for the Tiffany account.

John S. Petterson. Mr. Petterson joined Tiffany in 1988 as a management associate. He was promoted to Senior Vice President - Corporate Sales in May 1995 and in February 2000 his responsibilities were expanded to include Direct Mail and the E-Commerce business. In May 2001, Mr. Petterson assumed the new role of Senior Vice President - Operations, with responsibility for worldwide distribution, customer service and security activities.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Registrant's Common Stock is traded on the New York Stock Exchange. In consolidated trading, the high and low selling prices per share for shares of such Common Stock for Fiscal 2000 were:

Fiscal 2000	High	Low
First Fiscal Quarter	$42.75	$27.25
Second Fiscal Quarter	$38.75	$27.09
Third Fiscal Quarter	$45.38	$32.00
Fourth Fiscal Quarter	$43.56	$26.75

In consolidated trading, the high and low selling prices per share for shares of such Common Stock for Fiscal 2001 were:

Fiscal 2001	High	Low
First Fiscal Quarter	$37.16	$25.12
Second Fiscal Quarter	$38.25	$31.55
Third Fiscal Quarter	$36.60	$19.90
Fourth Fiscal Quarter	$36.59	$22.86

On March 22, 2002, the high and low selling prices quoted on such exchange were $36.40 and $35.75, respectively. On March 22, 2002 there were 3,416 record holders of Registrant's Common Stock.

It is Registrant's policy to pay a quarterly dividend of $0.04 per share of Common Stock, subject to declaration by Registrant's Board of Directors. In Fiscal 2000, a dividend of $0.03 per share of Common Stock was paid on April 10, 2000. The preceding dividend per share has been adjusted for a two-for-one split of the Common Stock in July 2000. On May 18, 2000, Registrant's Board of Directors declared an increase in the regular quarterly dividend from $0.03 per share to $0.04 per share of Common Stock. Thereafter, dividends of $0.04 per share of Common Stock were paid on July 20, 2000, October 10, 2000 and January 10, 2001. In Fiscal 2001, dividends of $0.04 per share of Common Stock were paid on April 10, 2001, July 10, 2001, October 10, 2001 and January 10, 2002.

In calculating the aggregate market value of the voting stock held by non-affiliates of the Registrant shown on the cover page of this Report on Form 10-K, 1,735,408 shares of Registrant's Common Stock beneficially owned by the executive officers and directors of the Registrant (exclusive of shares which may be acquired on exercise of employee stock options) were excluded, on the assumption that certain of those persons could be considered "affiliates" under the provisions of Rule 405 promulgated under the Securities Act of 1933.

ITEM 6. SELECTED FINANCIAL DATA

Incorporated by reference from Registrant's Annual Report to Stockholders for the Fiscal Year ended January 31, 2002, page 16.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Incorporated by reference from Registrant's Annual Report to Stockholders for

the Fiscal Year ended January 31, 2002, pages 17-26.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Incorporated by reference from Registrant's Annual Report to Stockholders for the Fiscal Year ended January 31, 2002, pages 27-48.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

NONE.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

Incorporated by reference from Registrant's Proxy Statement dated April 10, 2002, pages 7-11 and 26-29.

ITEM 11. EXECUTIVE COMPENSATION

Incorporated by reference from Registrant's Proxy Statement dated April 10, 2002, pages 12-24.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Incorporated by reference from Registrant's Proxy Statement dated April 10, 2002, pages 4-7.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Incorporated by reference from Registrant's Proxy Statement dated April 10, 2002, pages 17 and 26-29.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENTS, SCHEDULES AND REPORTS ON FORM 8-K

(a) List of Documents Filed As Part of This Report:

1. Financial Statements:

Data incorporated by reference from the 2001 Annual Report to Stockholders of Tiffany & Co. and Subsidiaries:

Report of Independent Accountants (following this Form 10-K)

Consolidated Balance Sheets as of January 31, 2002 and 2001

Consolidated Statements of Earnings for the years ended January 31, 2002, 2001, and 2000

Consolidated Statements of Stockholders' Equity and Comprehensive Earnings for the years ended January 31, 2002, 2001 and 2000

Consolidated Statements of Cash Flows

for the years ended January 31, 2002, 2001 and 2000

Notes to consolidated financial statements

2. Financial Statement Schedules:

The following financial statement schedule should be read in conjunction with the consolidated financial statements incorporated by reference herein:

II. Valuation and qualifying accounts and reserves.

All other schedules have been omitted since they are neither applicable nor required, or because the information required is included in the consolidated financial statements and notes thereto.

3. Exhibits:

The following exhibits have been filed with the Securities and Exchange Commission but are not attached to copies of this Form 10-K other than complete copies filed with said Commission and the New York Stock Exchange:

Exhibit	Description
3.1	Restated Certificate of Incorporation of Registrant. Incorporated by reference from Exhibit 3.1 to Registrant's Report on Form 8-K dated May 16, 1996.
3.1a	Amendment to Certificate of Incorporation of Registrant. Incorporated by reference from Exhibit 3.1 to Registrant's Report on Form 8-K dated May 20, 1999.
3.1b	Amendment to Certificate of Incorporation of Registrant dated May 18, 2000. Incorporated by reference from Exhibit 3.1b to Registrant's Report on Form 10-K for the Fiscal Year ended January 31, 2001.
3.2	By-Laws of Registrant (as last amended July 19, 2001).
4.1	Amended and Restated Rights Agreement Dated as of September 22, 1998 by and between Registrant and ChaseMellon Shareholder Services L.L.C., as Rights Agent. Incorporated by reference from Exhibit 4.1 to Registrant's Report on Form 8-A/A dated September 24, 1998.
10.5	Designer Agreement between Tiffany and Paloma Picasso dated April 4, 1985. Incorporated by reference from Exhibit 10.5 filed with Registrant's Registration Statement on Form S-1, Registration No. 33-12818 (the "Registration Statement").
10.101	Form of Note Purchase Agreement, including the form of 7.52% Senior Notes due 2003 issued thereunder at par by Registrant on January 31, 1993 for an aggregate principal amount of $51,500,000. Incorporated by reference from Exhibit 10.101 filed with Registrant's Report on Form 10-K for the Fiscal Year ended January 31, 1993.
10.120	Watch Supplier Agreement as of October 30, 1995 by and among Tiffany and Tiffany & Co. Watch Center S.A. and TWF SA. Incorporated by reference from Exhibit 10.120 filed with Registrant's Report on Form 10-K for the Fiscal Year ended January 31, 1996.
10.122	Agreement dated as of April 3, 1996 among American Family Life Assurance Company of Columbus, Japan Branch, Tiffany & Co. Japan, Inc., Japan Branch, and Registrant, as Guarantor, for yen 5,000,000,000 Loan Due 2011. Incorporated by reference from Exhibit 10.122 filed with Registrant's Report on Form 10-Q for the Fiscal quarter ended April 30, 1996.

10.122a Amendment No. 1 to the Agreement referred to in Exhibit 10.122 above, dated November 18, 1998. Incorporated by reference from Exhibit 10.122a filed with Registrant's Report on Form 10-K for the Fiscal Year ended January 31, 1999.

10.123 Agreement made effective as of February 1, 1997 by and between Tiffany and Elsa Peretti. Incorporated by reference from Exhibit 10.123 to Registrant's Report on Form 10-K for the Fiscal Year ended January 31, 1997.

10.126 Form of Note Purchase Agreement between Registrant and various institutional note purchasers with Schedules B, 5.14 and 5.15 and Exhibits 1A, 1B, and 4.7 thereto, dated as of December 30, 1998 in respect of Registrant's $60 million principal amount 6.90% Series A Senior Notes due December 30, 2008 and $40 million principal amount 7.05% Series B Senior Notes due December 30, 2010. Incorporated by reference from Exhibit 10.126 filed with Registrant's Report on Form 10-K for the Fiscal Year ended January 31, 1999.

10.128 Translation of Loan Agreement between Tiffany & Co. Japan Inc. and the Fuji Bank, Ltd., Hong Kong Branch dated 22 October 1999, Guaranty issued in connection therewith by the Registrant and Agreement on Bank Transactions referenced in the aforesaid Loan Agreement; Schedule to Master Agreement dated as of October 18, 1999 between The Chase Manhattan Bank and Tiffany & Co. Japan Inc. (made with reference to International Swap Dealers Association, Inc. Master Agreement form copyrighted 1992), Guaranty dated October 18, 1999 issued in connection with such Master Agreement by Tiffany and Company, Tiffany & Co. International and Registrant in favor of The Chase Manhattan Bank and Confirmation issued October 29, 1999 by The Chase Manhattan Bank. Incorporated by reference from Exhibit 10.128 filed with Registrant's Report on Form 10-Q for the Fiscal quarter ended October 31, 1999.

10.129 Agreement made the 1st day of August 2001 by and between Tiffany & Co. Japan Inc. and Mitsukoshi Limited. Incorporated by reference from Exhibit 10.128 filed with Registrant's Report on Form 8-K dated August 1, 2001.

10.130 Credit Agreement dated as of November 5, 2001, by and among Registrant, Tiffany and Company, Tiffany & Co. International, each other Subsidiary of Registrant that is a Borrower and is a signatory thereto and The Bank of New York, as the Swing Line Lender, as the Issuing Bank, as a Lender, and as Administrative Agent, ABN AMRO Bank N.V., The Chase Manhattan Bank, The Dai-ichi Kangyo Bank Ltd., Firstar Bank, NA, and Fleet National Bank, Fleet Precious Metals Inc. (collectively, as a Lender). Incorporated by reference from Exhibit 10.130 filed with Registrant's Report on Form 10-Q for the Fiscal quarter ended October 31, 2001.

10.131 Guaranty Agreement dated as of November 5, 2001, with respect to the Credit Agreement (see Exhibit 10.129 above) by and among Registrant, Tiffany and Company, Tiffany & Co. International, and Tiffany & Co. Japan Inc. and The Bank of New York, as Administrative Agent. Incorporated by reference from Exhibit 10.131 filed with Registrant's Report on Form 10-Q for the Fiscal quarter ended October 31, 2001.

13.1 Annual Report to Stockholders for Fiscal Year Ended January 31, 2002 (pages 16-48 of such Annual Report have been filed in electronic format).

21.1 Subsidiaries of Registrant.

23.1 Consent of PricewaterhouseCoopers LLP, independent accountants.

Executive Compensation Plans and Arrangements

Exhibit	Description
4.3	Registrant's 1998 Employee Incentive Plan and standard terms of stock option award (transferable and non-transferable). Incorporated by reference from Exhibit 4.3 to Registrant's Registration Statement on Form S-8, file number 333-67723, filed November 23, 1998.
4.3a	Standard terms of stock option award (transferable and non-transferable) under Registrant's 1998 Employee Incentive Plan, as revised January 21, 1999. Incorporated by reference from Exhibit 4.3a filed with Registrant's Report on Form 10-K for the Fiscal Year ended January 31, 1999.
4.4	Registrant's 1998 Directors Option Plan. Incorporated by reference from Exhibit 4.3 to Registrant's Registration Statement on Form S-8, file number 333-67725, filed November 23, 1998.
4.4a	Standard terms of stock option award (transferable non-qualified option) under Registrant's 1998 Directors Option Plan, as revised January 21, 1999. Incorporated by reference from Exhibit 4.4a filed with Registrant's Report on Form 10-K for the Fiscal Year ended January 31, 1999.
10.3	Registrant's 1986 Stock Option Plan and terms of stock option agreement, as last amended on July 16, 1998. Incorporated by reference from Exhibit 10.3 filed with Registrant's Report on Form 10-K for the Fiscal Year ended January 31, 1999.
10.25	Amended and Restated Deferred Compensation Agreement originally made effective December 31, 1989 by and between William R. Chaney and Tiffany and Company, and subsequently amended February 8, 1999. Incorporated by reference from Exhibit 10.25 filed with Registrant's Report on Form 10-K for the Fiscal Year ended January 31, 1999.
10.49	Form of Indemnity Agreement, approved by the Board of Directors on March 19, 1987. Incorporated by reference from Exhibit 10.49 to the Registration Statement.
10.60	Registrant's 1988 Director Stock Option Plan and form of Stock Option agreement, as last amended on November 21, 1996. Incorporated by reference from Exhibit 10.60 to Registrant's Report on Form 10-K for the Fiscal Year ended January 31, 1997.
10.105	Group Long Term Disability Insurance Policy issued by The Mutual Benefit Life Insurance Company. Policy Number: G53,152. Incorporated by reference from Exhibit 10.105 filed with Registrant's Report on Form 10-K for the Fiscal Year ended January 31, 1993.
10.106	Amended and Restated Tiffany and Company Executive Deferral Plan originally made effective October 1, 1989, as amended effective October 1, 1998. Incorporated by

	reference from Exhibit 10.106 filed with Registrant's Report on Form 10-K for the Fiscal Year ended January 31, 1999.
10.108	Registrant's Amended and Restated Retirement Plan for Non-Employee Directors originally made effective January 1, 1989, as amended through January 21, 1999. Incorporated by reference from Exhibit 10.108 filed with Registrant's Report on Form 10-K for the Fiscal Year ended January 31, 1999.
10.109	Summary of informal incentive cash bonus plan for managerial employees. Incorporated by reference from Exhibit 10.109 filed

with Registrant's Report on Form 10-K for the Fiscal Year ended January 31, 1993.

10.113	Tiffany and Company Pension Plan, as last amended effective December 21, 1998. Incorporated by reference from Exhibit 10.113 filed with Registrant's Report on Form 10-K for the Fiscal Year ended January 31, 1999.
10.114	1994 Tiffany and Company Supplemental Retirement Income Plan. Incorporated by reference from Exhibit 10.114 filed with Registrant's Report on Form 10-K for the Fiscal Year ended January 31, 1994.
10.115	1994 Form of Split Dollar Life Insurance Agreement entered into by Tiffany and Company and certain Executive Officers including form of Assignment of Life Insurance Policy as Collateral and Rider No. 1 to 1994 Form of Split Dollar Life Insurance Agreement entered into by Tiffany and Company and certain Executive Officers. Incorporated by reference from Exhibit 10.115 filed with Registrant's Report on Form 10-K for the Fiscal Year ended January 31, 1995.
10.115a	Riders Nos. 2 and 3, dated October 18, 1998 and March 20, 1999, respectively to Split Dollar Life Insurance Agreements between and among William R. Chaney and Tiffany and Company, and respectively, the 1994 Chaney Family Trust u/a 2/23/94 and the Babette C. Chaney et al. Trust u/a 2/23/94. Incorporated by reference from Exhibit 10.115a filed with Registrant's Report on Form 10-K for the Fiscal Year ended January 31, 1999.
10.127	Retention Agreements dated March 30, 1999 between and among Registrant and Tiffany and, respectively, each of the following executive officers: Michael J. Kowalski, James E. Quinn, James N. Fernandez and Patrick B. Dorsey and Appendices I to III to each of those Agreements. Incorporated by reference from Exhibit 10.127 filed with Registrant's Report on Form 10-K for the Fiscal Year ended January 31, 1999.
10.127a	Retention Agreements dated March 13, 2001 between and among Registrant and Tiffany and, respectively, each of the following executive officers: Beth O. Canavan, Linda A. Hanson, Fernanda M. Kellogg, Caroline D. Naggiar, John S. Petterson and Victoria Berger-Gross and Appendices I to III to each of those Agreements. Incorporated by reference from Exhibit 10.127a to Registrant's Report on Form 10-K for the Fiscal Year ended January 31, 2001.

REGISTRANT WILL FURNISH COPIES OF ANY OF THE FOREGOING EXHIBITS TO ANY REGISTERED HOLDER OF THE REGISTRANT'S COMMON STOCK UPON PAYMENT OF A FEE OF $.15 PER PAGE FURNISHED, WHICH FEE REPRESENTS REGISTRANT'S EXPENSES IN FURNISHING SUCH EXHIBIT.

(b) Reports on Form 8-K.

On November 14, 2001, Registrant filed a Report on Form 8-K reporting sales and earnings for the three-month period ended October 31, 2001.

On January 8, 2002, Registrant filed a Report on Form 8-K reporting the issuance of a press release announcing preliminary unaudited sales figures for the two-month period ended December 31, 2001.

On February 28, 2002, Registrant filed a Report on Form 8-K reporting the issuance of a press release announcing its sales and earnings for the three-month period and Fiscal Year ended January 31, 2002.

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TIFFANY & CO.
(Registrant)

Date: April 10, 2002

By: /s/ Michael J. Kowalski

Michael J. Kowalski
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

By: /s/ William R. Chaney
William R. Chaney
Chairman of the Board
(director)

By: /s/ Michael J. Kowalski
Michael J. Kowalski
President and Chief Executive Officer
(principal executive officer) (director)

By: /s/ James N. Fernandez
James N. Fernandez
Executive Vice President
(principal financial officer)

By: /s/ Warren S. Feld
Warren S. Feld
Vice President
(principal accounting officer)

By: /s/ Rose Marie Bravo
Rose Marie Bravo
Director

By: /s/ James E. Quinn
James E. Quinn
Vice Chairman (director)

By: /s/ Samuel L. Hayes, III
Samuel L. Hayes, III
Director

By: /s/ William A. Shutzer
William A. Shutzer
Director

By: /s/ Charles K. Marquis
Charles K. Marquis
Director

By: /s/ Abby F. Kohnstamm
Abby F. Kohnstamm
Director

April 10, 2002

PRICEWATERHOUSECOOPERS LLP

REPORT OF INDEPENDENT ACCOUNTANTS
ON FINANCIAL STATEMENT SCHEDULES

To the Board of Directors & Shareholders
of Tiffany & Co.

Our audits of the consolidated financial statements referred to in our report dated February 27, 2002 appearing in the fiscal 2001 Annual Report to Shareholders of Tiffany & Co. (which report and consolidated financial statements are incorporated by reference in this Annual Report on Form 10-K) also included an audit of the financial statement schedule listed in Item 14(a)(2) of this Form 10-K. In our opinion, the financial statement schedule presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements.

/s/ PricewaterhouseCoopers LLP

New York, New York
February 27, 2002

TIFFANY & CO. AND SUBSIDIARIES
SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS AND RESERVES

Column A	Column B	Column C		Column D	Column E
		Additions			
Description	Balance at beginning of period	Charged to costs and expenses	Charged to other accounts	Deductions	Balance at end of period
Year Ended January 31, 2002:					
Reserves deducted from assets:					
Accounts receivable allowances:					
Doubtful accounts	$ 3,890,470	$ 1,694,924	--	$ 2,789,994(a)	$ 2,795,400
Sales returns	4,082,816	--	--	--	4,082,816
Allowance for inventory liquidation and obsolescence	18,394,815	10,084,907	--	9,646,558(b)	18,833,164
Allowance for inventory shrinkage	3,013,949	3,797,454	--	3,292,558(c)	3,518,845
LIFO reserve	15,942,286	3,028,295	--	--	18,970,581

(a) Uncollectible accounts written off.
(b) Liquidation of inventory previously written down to market.
(c) Physical inventory losses.

TIFFANY & CO. AND SUBSIDIARIES
SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS AND RESERVES

Column A	Column B	Column C	Column D	Column E

Description	Balance at beginning of period	Additions: Charged to costs and expenses	Additions: Charged to other accounts	Deductions	Balance at end of period
Year Ended January 31, 2001:					
Reserves deducted from assets:					
Accounts receivable allowances:					
Doubtful accounts	$ 5,137,719	$ 1,210,547	--	$ 2,457,796(a)	$ 3,890,470
Sales returns	4,578,657	--	--	495,841	4,082,816
Allowance for inventory liquidation and obsolescence	14,160,281	17,665,831	--	13,431,297(b)	18,394,815
Allowance for inventory shrinkage	2,625,788	3,052,347	--	2,664,186(c)	3,013,949
LIFO reserve	13,492,173	2,450,113	--	--	15,942,286

(a) Uncollectible accounts written off.
(b) Liquidation of inventory previously written down to market.
(c) Physical inventory losses.

TIFFANY & CO. AND SUBSIDIARIES
SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS AND RESERVES

Column A	Column B	Column C		Column D	Column E
		Additions			
Description	Balance at beginning of period	Charged to costs and expenses	Charged to other accounts	Deductions	Balance at end of period
Year Ended January 31, 2000:					
Reserves deducted from assets:					
Accounts receivable allowances:					
Doubtful accounts	$ 4,680,955	$ 2,173,026	--	$ 1,716,262(a)	$ 5,137,719
Sales returns	3,425,457	1,153,200	--	--	4,578,657
Allowance for inventory liquidation and obsolescence	15,654,894	4,274,113	--	5,768,726(b)	14,160,281
Allowance for inventory shrinkage	1,788,742	3,921,920	--	3,084,874(c)	2,625,788
LIFO reserve	15,870,000	--	--	2,377,827	13,492,173

(a) Uncollectible accounts written off.
(b) Liquidation of inventory previously written down to market.
(c) Physical inventory losses.

EXHIBIT INDEX

SEE PAGES 27 THROUGH 30 FOR A COMPLETE LIST OF EXHIBITS FILED, INCLUDING EXHIBITS INCORPORATED BY REFERENCE FROM PREVIOUSLY FILED DOCUMENTS.

EXHIBIT	DESCRIPTION
3.2	By-Laws of Registrant (as last amended July 19, 2001).
13.1	Annual Report to Stockholders for Fiscal Year Ended January 31, 2002 (pages 16-48 of such Annual Report have been filed in electronic format).
21.1	Subsidiaries of Registrant.
23.1	Consent of PricewaterhouseCoopers LLP, independent accountants.

Exhibit 3.2
Tiffany & Co.
Report on Form 10-K

RESTATED BY-LAWS
AS LAST AMENDED JULY 19, 2001

-OF-

TIFFANY & CO., A DELAWARE CORPORATION
(HEREIN CALLED THE "CORPORATION")

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ARTICLE I

Stockholders

SECTION 1.01. Annual Meeting. The Board of Directors by resolution shall designate the time, place and date of the annual meeting of the stockholders for the election of directors and the transaction of such other business as may come before it.

SECTION 1.02. Notice of Meetings of Stockholders. Whenever stockholders are required or permitted to take any action at a meeting, written notice of the meeting shall be given (unless that notice shall be waived) which shall state the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. The written notice of any meeting shall be given, personally or by mail, not less than ten nor more than sixty days before the date of the meeting to each stockholder entitled to vote at such meeting. If mailed, such notice is given when deposited in the United States mail, postage prepaid, directed to the stockholder at his address as it appears on the records of the Corporation.

When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

SECTION 1.03. Quorum. At all meetings of the stockholders, the holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or by proxy, shall constitute a quorum for the transaction of any business.

When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any stockholders.

The stockholders present may adjourn the meeting despite the absence of a quorum and at any such adjourned meeting at which the requisite amount of voting stock shall be represented, the Corporation may transact any business which might have been transacted at the original meeting had a quorum been there present.

SECTION 1.04. Method of Voting. The vote upon any question before the meeting need not be by ballot. All elections and all other questions shall be decided by a plurality of the votes cast, at a meeting at which a quorum is present, except as expressly provided otherwise by the General Corporation Law of the State of Delaware or the Certificate of Incorporation.

SECTION 1.05. Voting Rights of Stockholders and Proxies. Each stockholder of record entitled to vote in accordance with the laws of the State of Delaware, the Certificate of Incorporation or these By-laws, shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share of stock entitled to vote standing in his name on the books of the Corporation, but no proxy shall be voted on after three years from its date, unless the proxy provides for a longer period.

SECTION 1.06. Ownership of its Own Stock. Shares of its own capital stock belonging to the Corporation or to another corporation, if a majority of the

shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly, by the Corporation, shall neither be entitled to vote nor be counted for quorum purposes. Nothing in this section shall be construed as limiting the right of any corporation to vote stock, including but not limited to its own stock, held by it in a fiduciary capacity.

SECTION 1.07. Conduct of Meetings. Each meeting of the stockholders shall be presided over by the Chairman of the Board of Directors or such other person as the Board of Directors may designate as chairman of such meeting. The Secretary of the Corporation, or in his absence, an Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present, the chairman of the meeting shall appoint a secretary of the meeting. In the conduct of a meeting of the stockholders, all of the powers and authority vested in a presiding officer by law or practice shall be vested in the chairman of the meeting.

SECTION 1.08. Notice of Business and Nominations.

A. Nominations of persons for election to the Board of Directors and the proposal of business to be transacted by the stockholders at an annual meeting of stockholders may be made (1) by or at the direction of the Board of Directors (or any duly authorized committee thereof) pursuant to a notice of meeting or by otherwise properly bringing the matter before an annual meeting of stockholders or (2) by any stockholder of record of the Corporation who was a stockholder of record at the time of the giving of the notice provided for in the following paragraph, who is entitled to vote at the meeting and who has complied with the notice procedures set forth in this Section 1.08.

B. For nominations or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (2) of the foregoing paragraph A., the stockholder must

comply with the following provisions (1) through (4) of this paragraph B.

(1) The stockholder must have given timely notice thereof in writing to the Secretary of the Corporation, as hereinafter provided. To be timely, a stockholder's notice shall be delivered to the Secretary at the principal executive offices of the Corporation not less than 90 days prior to and not more than 120 days prior to the first anniversary of the preceding year's annual meeting of stockholders; provided, however, that if the date of the annual meeting is advanced more than 30 days prior to or delayed by more than 60 days after such anniversary date, notice by the stockholder to be timely must be so delivered not later than the close of business on the later of the 90th day prior to such annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made.

(2) Such business must be a proper matter for stockholder action under the General Corporation Law of the State of Delaware.

(3) If the stockholder, or the beneficial owner on whose behalf any such proposal or nomination is made, solicits or participates in the solicitation of proxies in support of such proposal or nominees, the stockholder must have timely indicated its, or such beneficial owner's, intention to do so as provided in provision (4)(c)(iii) below.

(4) Such stockholder's notice shall set forth the following information: (a) as to each person whom the stockholder proposes to nominate for election or reelection as a director, all information relating to such person as would be required to be disclosed in solicitations of proxies for the election of such nominees as directors pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and such person's written consent to serving as a director if elected; (b) as to any other business that the stockholder proposes to bring before the meeting, a brief description of such business, the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial owner, if any, on whose behalf the proposal is made; and (c) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf

the nomination or proposal is made, (i) the name and address of such stockholder, as they appear on the Corporation's books, and of such beneficial owner, (ii) the class and number of shares of the Corporation that are owned beneficially and of record by such stockholder and such beneficial owner, and (iii) whether either such stockholder or beneficial owner intends to solicit or participate in the solicitation of proxies in favor of such proposal or nominee or nominees.

C. Notwithstanding anything in paragraph B.(1) of this Section 1.08 to the contrary, in the event that the number of directors to be elected to the Board of Directors is increased above the number in effect at the preceding year's annual meeting of stockholders and there is no public announcement naming all of the nominees for director or specifying the size of the increased Board of Directors made by the Corporation at least 100 days prior to the first anniversary of the preceding year's annual meeting, a stockholder's notice required by this By-law shall also be

considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the 10th day following the day on which such public announcement is first made by the Corporation.

D. Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to a notice of meeting issued by or at the direction of a majority vote of the Board of Directors. Nominations of persons for election to the Board of Directors may be made at a special meeting of stockholders at which directors are to be elected pursuant to such a notice of meeting (1) by or at the direction of the Board or (2) by any stockholder of record of the Corporation who is a stockholder of record at the time of giving of notice provided for in this paragraph D., who shall be entitled to vote at the meeting and who complies with the notice procedures set forth in the following sentence. The stockholder's notice must include the information required in paragraphs B.(3) and B. (4) of this Section 1.08 and must be delivered to the Secretary at the principal executive offices of the Corporation not later than the close of business on the later of the 90th day prior to such special meeting or the 10th day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting and not earlier than the 120th day prior to such special meeting.

E. Only persons nominated in accordance with the procedures set forth in this Section 1.08 shall be eligible to serve as directors and only such business shall be conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with the procedures set forth in this Section 1.08. The chairman of the meeting shall have the power and the duty to determine whether a nomination or any business proposed to be brought before the meeting has been made in accordance with the procedures set forth in these By-laws and, if any proposed nomination or business is not in compliance with these By-laws, to declare that such defective proposed business or nomination shall not be presented for stockholder action at the meeting and shall be disregarded.

F. For purposes of this Section 1.08, "public announcement " shall mean disclosure in a press release reported by the Dow Jones New Service, Associated Press or a comparable national news service or in a documents publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act.

G. Notwithstanding the foregoing provisions of this Section 1.08, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to matters set forth in this Section 1.08. Nothing in this Section 1.08 shall be deemed to excuse any stockholder from the obligation to comply with the requirements of Rule 14a-8 under the Exchange Act with respect to proposals offered for inclusion in the Corporation's proxy statement.

H. Paragraphs A. through G. of this Section 1.08 shall not apply with respect to the 1998 Annual Meeting of Stockholders which shall be governed by the following special provisions:

At the 1998 annual meeting of the stockholders, only such business shall be conducted as shall have been brought before the meeting (i) by or at the direction of the Board of Directors or (ii) by any stockholder of the Corporation who complies with the notice procedures set forth in this paragraph H. For business to be properly brought before such meeting by a stockholder, the stockholder must have given notice thereof in writing to the Secretary of the Corporation at the principal executive offices of the Corporation, which written notice must be received by the Secretary of the Corporation not less than 60 days in advance of such meeting or, if later, the fifteenth day following the first public disclosure of the date of such meeting (by mailing of notice of the meeting or otherwise). A stockholder's notice to the Secretary shall set forth as to each matter the stockholder proposes to bring before the meeting (1) a brief description of the business desired to be brought before the meeting and the reasons for conducting such business at the meeting, (2) the name and address, as they appear on the Corporation's books, of the stockholder proposing such business, (3) the class, series and number of shares of the Corporation that are beneficially owned by the stockholder, and (4) any material interest of the stockholder in such business. In addition, the stockholder making such proposal shall promptly provide any other information reasonably requested by the Corporation. Notwithstanding anything in these Bylaws to the contrary, no business shall be conducted at such meeting of the stockholders except in accordance with the procedures set forth in this paragraph H. The Chairman of such meeting shall direct that any business not properly brought before the meeting shall not be considered.

ARTICLE II

Directors

SECTION 2.01. Management of Business. The business of the Corporation shall be managed by its Board of Directors.

The Board of Directors, in addition to the powers and authority expressly conferred upon it herein, by statute, by the Certificate of Incorporation of the Corporation or otherwise, is hereby empowered to exercise all such powers as may be exercised by the Corporation, except as expressly provided otherwise by the statutes of the State of Delaware, by the Certificate of Incorporation of the Corporation or by these By-laws.

Without prejudice to the generality of the foregoing, the Board of Directors, by resolution or resolutions, may create and issue, whether or not in connection with the issue and sale of any shares of stock or other securities of the Corporation, rights or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes or any other securities of the Corporation, such rights or options to be evidenced by or in such instrument or instruments as shall be approved by the Board of Directors. The terms upon which,

including the time or times, which may be limited or unlimited in duration, at or within which, and the price or prices at which, any such rights or options may be issued and any such shares or other securities may be purchased from the Corporation upon the exercise of any such right or option shall be such as shall be fixed and stated in the resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and, in every case, set forth or incorporated by reference in the instrument or instruments evidencing such rights or options. In the absence of actual fraud in the transaction, the judgment of the directors as to the consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive. In case the shares of stock of the Corporation to be issued upon the exercise of such rights or options shall be shares having a par value, the price or prices so to be received therefor shall not be less than the par value thereof. In case the shares of stock to be issued shall be shares of stock without par value, the consideration therefor shall be determined in the manner provided in Section 153 of the General Corporation Law of the State of Delaware.

SECTION 2.02. Qualifications and Number of Directors. Directors need not be stockholders. The number of directors which shall constitute the whole Board shall be eight (8), but such number as determined by the Board of Directors may be increased or decreased and subsequently again from time to time increased or decreased by an amendment to these By-laws, provided that no decrease to such number by action of the Board of Directors shall in itself effect the removal of any sitting director. In order to qualify for election or appointment, directors shall be younger than 72 years when elected or appointed, provided that the Board of Directors may, by specific resolution, waive the provisions of this sentence with respect to an individual director whose continued service is deemed uniquely important to the Corporation.

SECTION 2.03. Election and Term. The directors shall be elected at the annual meeting of the stockholders, and each director shall be elected to hold office until his successor shall be elected and qualified, or until his earlier resignation or removal.

SECTION 2.04. Resignations. Any director of the Corporation may resign at any time by giving written notice to the Corporation. Such resignation shall take effect at the time specified therein, if any, or if no time is specified therein, then upon receipt of such notice by the Corporation; and, unless otherwise provided therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 2.05. Vacancies and Newly Created Directorships. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until their successors shall be elected and qualified, or until their earlier resignation or removal. When one or more directors shall resign from the Board, effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each director so chosen shall hold office as herein provided in the filling of other vacancies.

SECTION 2.06. Quorum of Directors. At all meetings of the Board of Directors, a majority of the

entire Board, but not less than two directors, shall constitute a quorum for the transaction of business, except that when a board of one director is authorized, then one director shall constitute a quorum. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors except as provided in Section 2.05 hereof.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting of the directors to another time and place. Notice of any adjournment need not be given if such time and place are announced at the meeting.

SECTION 2.07. Annual Meeting. The newly elected Board of Directors shall meet immediately following the adjournment of the annual meeting of stockholders in each year at the same place, within or without the State of Delaware, and no notice of such meeting shall be necessary.

SECTION 2.08. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place, within or without the State of Delaware, as shall from time to time be fixed by the Board and no notice thereof shall be necessary.

SECTION 2.09. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board of Directors, the Chief Executive Officer, the President, the Vice Chairman of the Board of Directors, any Vice-President, the Treasurer or the Secretary or by resolution of the Board of Directors. Special meetings shall be held at such place, within or without the State of Delaware, as shall be fixed by the person or persons calling the meeting and stated in the notice or waiver of notice of the meeting.

Special meetings of the Board of Directors shall be held upon notice to the directors or waiver thereof. Unless waived, notice of each special meeting of the directors, stating the time and place of the meeting, shall be

given to each director by delivered letter, by transmitted facsimile, by electronic mail, by telegram or by personal communication either over the telephone or otherwise, in each such case not later than 48 hours prior to the meeting, or by mailed letter deposited in the United States mail with postage thereon prepaid not later than the seventh day prior to the meeting.

SECTION 2.10. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in a writing or writings and the writing or writings are filed with the minutes of proceedings of the Board or committee.

SECTION 2.11. Compensation. Directors shall receive such fixed sums and expenses of attendance for attendance at each meeting of the Board or of any committee and/or such salary as may be determined from time to time by the Board of Directors; provided that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

SECTION 2.12. Committees. Whereas by resolution adopted by a majority of the whole Board of Directors, the Corporation has elected to be governed by paragraph (2) of Section 141(c) of the

General Corporation Law of the State of Delaware, the Board of Directors may, by resolution or resolutions, designate one or more committees (and may discontinue any of same at any time) each to consist of one or more of the directors of the Corporation. The members of each committee shall be appointed by the Board and shall hold office during the pleasure of the Board. Subject to any limitations on the delegation of power and authority to such committee in the Corporation's Restated Certificate of Incorporation or under applicable law, a committee may be delegated and may exercise such powers of the Board of Directors in the management of the business and affairs of the Corporation (and may authorize the seal of the Corporation to be affixed to all papers which may require it) as may be delegated to such committee by such a resolution of the Board of Directors. Subject to a resolution of the Board of Directors to the contrary, in the absence or disqualification of a member of a committee, the member or members of the committee present at any meeting of the committee and not disqualified from voting, whether or not such present member or members constitute a quorum, may unanimously appoint another member of the Board of Directors to act at such meeting of the committee in the place of such absent or disqualified member. Regular meetings of any such committee may be held at such time and place, within or without the State of Delaware, as shall from time to time be fixed by such committee and no notice thereof shall be necessary. Special meetings of any such committee may be called at any time by any officer of the Corporation or any member of any such committee. Special meetings shall be held at such place, within or without the State of Delaware, as shall be fixed by the person calling the meeting and stated in the notice or waiver of the meeting. A majority of the members of any such committee shall constitute a quorum for the transaction of business and the act of a majority present at which there is a quorum shall be the act of such committee. Notice of each special meeting of a committee shall be given (or waived) in the same manner as notice of a directors' meeting. Each committee shall keep written minutes of its meetings and report such minutes to the Board of Directors at the next regular meeting of the Board of Directors.

ARTICLE III

Officers

SECTION 3.01. Number. The officers of the Corporation shall be chosen by the Board of Directors. The officers shall be a Chairman of the Board of Directors, a Chief Executive Officer, a Chief Operating Officer, a President, a Vice Chairman of the Board of Directors, a Secretary and a Treasurer, and such number of Vice-Presidents (including Vice-Presidents designated by the Board of Directors as Senior Vice President and Executive Vice Presidents), Assistant Secretaries and Assistant Treasurers, and such other officers, if any, as the Board may from time to time determine. The Board may choose such other agents as it shall deem necessary. Any number of offices may be held by the same person.

SECTION 3.02. Terms of Office. Each officer shall hold his office until his successor is chosen and qualified or until his earlier resignation or removal. Any officer may resign at any time by written notice to the Corporation.

SECTION 3.03. Removal. Any officer may be removed from office at any time by the Board of

Directors with or without cause.

SECTION 3.04. Authority. The powers and duties of the officers of the Corporation shall be determined by resolution of the Board, or by one of the committees of the Board. The Secretary, or some other officer designated by resolution of the Board or by one of the committees of the Board, shall record all of the proceedings of the meetings of the stockholders and directors in a book to be kept for that purpose.

SECTION 3.05. Voting Securities Owned by the Corporation. Powers of attorney, proxies, waivers of notice of meeting, consents and other instruments relating to securities owned by the Corporation may be executed in the name of and on behalf of the Corporation by the Chairman of the Board of Directors, the Chief Executive Officer, the President , the Vice Chairman of the Board of Directors, or any Vice-President and any such officer may, in the name of and on behalf of the Corporation, take all such action as any such officer may deem advisable to vote in person or by proxy at any meeting of security holders of any corporation in which the Corporation may own securities and at any such meeting shall possess and may exercise any and all rights and powers incident to the ownership of such securities and which, as the owner thereof, the Corporation might have exercised and possessed if present. The Board of Directors may, by resolution, from time to time confer like powers upon any other person or persons.

ARTICLE IV

Capital Stock

SECTION 4.01. Stock Certificates. Every holder of stock in the Corporation shall be entitled to have a certificate signed by, or in the name of the Corporation by, the Chairman of the Board of Directors, the President, the Vice Chairman of the Board of Directors or a Vice-President, and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary, of the Corporation, certifying the number of shares owned by him in the Corporation. Where such certificate is signed (1) by a transfer agent other than the Corporation or its employee, or (2) by a registrar other than the Corporation or its employee, the signatures of the officers of the Corporation may be facsimiles. In case any officer who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of issue.

SECTION 4.02. Transfers. Stock of the Corporation shall be transferable in the manner prescribed by the laws of the State of Delaware.

SECTION 4.03. Registered Holders. Prior to due presentment for registration of transfer of any security of the Corporation in registered form, the Corporation shall treat the registered owner as the person exclusively entitled to vote, to receive notifications and to otherwise exercise all the rights and powers of an owner, and shall not be bound to recognize any equitable or other claim to, or interest in, any security, whether or not the Corporation shall have notice thereof, except as

otherwise provided by the laws of the State of Delaware.

SECTION 4.04. New Certificates. The Corporation shall issue a new certificate of stock in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, if the owner: (1) so requests before the Corporation as notice that the shares of stock represented by that certificate have been acquired by a bona fide purchaser; (2) files with the Corporation a bond sufficient (in the judgment of the directors) to indemnify the Corporation against any claim that may be made against it on account of the alleged loss or theft of that certificate or the issuance of a new certificate; and (3) satisfies any other requirements imposed by the directors that are reasonable under the circumstances. A new certificate may be issued without requiring any bond when, in the judgment of the directors, it is proper so to do.

ARTICLE V

Miscellaneous

SECTION 5.01. Offices. The registered office of the Corporation in the State of Delaware shall be at Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. The Corporation may also have offices at other places within and/or without the State of Delaware.

SECTION 5.02. Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its incorporation and the words "Corporate Seal Delaware."

SECTION 5.03. Checks. All checks or demands for money shall be signed by such person or persons as the Board of Directors may from time to time determine.

SECTION 5.04. Fiscal Year. The fiscal year shall begin the first day of February in each year and shall end on the thirty-first day of January of the following year.

SECTION 5.05. Waivers of Notice: Dispensing with Notice. Whenever any notice whatever is required to be given under the provisions of the General Corporation Law of the State of Delaware, of the Certificate of Incorporation of the Corporation, or of these By-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders need be specified in any written waiver of notice.

Attendance of a person at a meeting of stockholders shall constitute a waiver of notice of such meeting, except when the stockholder attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Whenever any notice whatever is required to be given under the provisions of the General Corporation Law of the State of Delaware, of the Certificate of Incorporation of the Corporation, or of these By-laws, to any person with whom communication is made unlawful by

any law of the United States of America, or by any rule, regulation, proclamation or executive order issued under any such law, then the giving of such notice to such person shall not be required and there shall be no duty to apply to any governmental authority or agency for a license or permit to give such notice to such person; and any action or meeting which shall be taken or held without notice to any such person or without giving or without applying for a license or permit to give any such notice to any such person with whom communication is made unlawful as aforesaid, shall have the same force and effect as if such notice had been given as provided under the provisions of the General Corporation Law of the State of Delaware, or under the provisions of the Certificate of Incorporation of the Corporation or of these By-laws. In the event that the action taken by the Corporation is such as to require the filing of a certificate under any of the other sections of this title, the certificate shall state, if such is the fact and if notice is required, that notice was given to all persons entitled to receive notice except such persons with whom communication is unlawful.

SECTION 5.06. Loans to and Guarantees of Obligations of Employees and Officers. The Corporation may lend money to or guaranty any obligation of, or otherwise assist any officer or other employee of the Corporation or of a subsidiary, including any officer or employee who is a director of the corporation or a subsidiary, whenever, in the judgment of the Board of Directors, such loan, guaranty or assistance may reasonably be expected to benefit the Corporation. The loan, guaranty or other assistance may be with or without interest, and may be unsecured, or secured in such manner as the Board of Directors shall approve, including without limitation, a pledge of shares of stock of the Corporation. Nothing in this Section contained shall be deemed to deny, limit or restrict the powers of guaranty or warranty of the Corporation at common law or under any other statute.

SECTION 5.07. Amendment of By-laws. These By-laws may be altered, amended or repealed at any meeting of the Board of Directors.

SECTION 5.08. Section Headings and Statutory References. The headings of the Articles and Sections of these By-laws, and the references in brackets to relevant sections of the General Corporation Law of the State of Delaware, have been inserted for convenience of reference only and shall not be deemed to be a part of these By-laws.

ARTICLE VI

SECTION 6.01. Indemnification of Directors and Officers. The Corporation shall, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including without limitation an action by or in the right of the Corporation) by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was

unlawful, provided, however, that in the event of any action, suit or proceeding initiated by and in the name of (or by and in the name of a nominee or agent for) a person who would otherwise by entitled to indemnification under this Section 6.01, such person shall be entitled to indemnification hereunder only in the event such action, suit or proceeding was initiated on the authorization of the Board of Directors. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

The right of indemnity provided herein shall not be exclusive and the Corporation may provide indemnification to any person, by agreement or otherwise, on such terms and conditions as the Board of Directors may approve. Any agreement for indemnification of any director, officer, employee or other person may provide indemnification rights which are broader or otherwise different from those set forth herein.

No repeal or modification of this Article or of relevant provisions of the General Corporation Law of the State of Delaware or any other applicable laws shall affect or diminish in any way the rights of any person to indemnification under the provisions hereof with respect to any action, suit, proceeding or investigation arising out of, or relating to, any actions, transactions or facts occurring prior to the final adoption of such repeal or modification.

SECTION 6.02. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

EXHIBIT 13.1

[SELECTED FINANCIAL DATA]

The following table sets forth selected financial data, certain of which have been derived from the Company's audited financial statements for 1997-2001. All references to years relate to the fiscal year that ends on January 31 of the following calendar year. Net sales and gross profit have been reclassified for all periods presented to reflect the adoption in 2000 of the Emerging Issues Task Force Issue 00-10, "Accounting for Shipping and Handling Fees and Costs." All share and per share data have been retroactively adjusted to reflect the two-for-one splits in 2000 and 1999 of the Company's Common Stock effected in the form of share distributions (stock dividends).

(in thousands, except per share amounts, percentages, stores and boutiques and employees)	2001	2000	1999	1998	1997
EARNINGS DATA					
Net sales	$1,606,535	$1,668,056	$1,471,690	$1,177,929	$1,024,843
Gross profit	943,477	948,414	821,680	625,599	536,016
Earnings from operations	309,897	327,396	256,883	161,122	133,422
Net earnings	173,587	190,584	145,679	90,062	72,822
Net earnings per diluted share	1.15	1.26	0.97	0.63	0.50
Weighted average number of diluted common shares	150,517	151,816	149,666	143,936	144,416
BALANCE					
SHEET AND CASH FLOW DATA					
Total assets	$1,629,868	$1,568,340	$1,343,562	$1,057,023	$ 827,067
Cash and cash equivalents	173,675	195,613	216,936	188,593	107,252
Inventories, net	611,653	651,717	504,800	481,439	386,431
Working capital	612,978	667,647	610,685	522,927	381,084
Net cash provided by operations	241,506	110,696	230,351	80,178	29,652
Capital expenditures	170,806	108,382	171,237	62,821	50,565
Short-term borrowings and current portion of long-term debt	91,902	28,778	20,646	97,370	90,054
Long-term debt	179,065	242,157	249,581	194,420	90,930
Stockholders' equity	1,036,945	925,483	757,076	516,453	443,724
Stockholders' equity per share	7.15	6.34	5.22	3.72	3.18
Cash dividends per share	0.160	0.150	0.113	0.085	0.065
RATIO ANALYSIS AND OTHER DATA					
As a percentage of net sales:					
Earnings from operations	19.3%	19.6%	17.5%	13.7%	13.0%
Net earnings	10.8%	11.4%	9.9%	7.6%	7.1%
Current ratio	2.8:1	3.0:1	3.2:1	2.8:1	2.5:1
Return on average assets	10.9%	13.1%	12.1%	9.6%	9.3%
Return on average stockholders' equity	17.7%	22.7%	22.9%	18.8%	17.7%
Net-debt as a percentage of total capital	8.6%	7.5%	6.6%	16.7%	14.2%
Company-operated stores and boutiques	126	119	110	104	96
Number of employees	5,938	5,960	5,368	4,845	4,360

[MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS]

RESULTS OF OPERATIONS

CRITICAL ACCOUNTING POLICIES

Management's discussion and analysis of results of operations and financial condition are based upon the Company's consolidated financial statements. These statements have been prepared in accordance with accounting principles generally accepted in the United States of America. These principles require management to make certain estimates and assumptions that affect amounts reported and disclosed in the financial statements and related notes. The most significant estimates and assumptions include valuation of inventories, provisions for income taxes and uncollectible accounts, the recoverability of non-consolidated

investments and long-lived assets and pension and other postretirement benefits. Actual results could differ from these estimates. Periodically, the Company reviews all significant estimates and assumptions affecting the financial statements and records the effect of any necessary adjustments.

The following critical accounting policies rely upon assumptions and estimates and were used in the preparation of the Company's consolidated financial statements:

Sales returns: Sales are recognized at the "point of sale," which occurs when merchandise is sold in an "over-the-counter" transaction or upon receipt by a customer. The Company's customers have the right to return merchandise. Sales are reported net of returns. The Company maintains a reserve for potential product returns and it records, as a reduction to sales, its provision for estimated product returns, which is determined based on historical experience.

Credit losses: The Company maintains a reserve for potential credit losses based on estimates of the credit- worthiness of the Company's customers. If the financial condition of the Company's customers was to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

Inventory: The Company writes down its inventory for discontinued, slow-moving and unmarketable inventory. This write-down is equal to the difference between the cost of inventory and its estimated market value based upon assumptions about future demand and market conditions. If actual market conditions are less favorable than those projected by management, additional inventory write-downs may be required. In addition, the Company's domestic and foreign branch inventories are valued using the LIFO (last-in, first-out) method. Fluctuation in inventory levels, along with the cost of raw materials, could impact the carrying value of the Company's inventory.

Long-lived assets: The Company periodically reviews long-lived assets for impairment by comparing the carrying value of the assets with their estimated future undiscounted cash flows. If it is determined that an impairment loss has occurred, the loss is recognized during that period.

Non-consolidated investments: Future adverse changes in market conditions or poor operating results of underlying investments could result in losses or an inability to recover the carrying value of the investments that may not be reflected in an investment's current carrying value, thereby possibly requiring an impairment charge in the future.

Income taxes: Income taxes are accounted for by using the asset and liability method, which recognizes deferred tax assets and liabilities by applying statutory tax rates in effect in the years in which the differences are expected to reverse to differences between the book and tax bases of existing assets and liabilities. The Company believes that all net deferred tax assets shown on its balance sheet are more likely than not to be realized in the future. While the Company has considered future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for a valuation allowance, in the event the Company were to determine that it would not be able to realize all or part of its net deferred tax asset in the future, an adjustment to the deferred tax asset would be charged to earnings in the period such determination was made.

Employee benefit plans: The Company maintains a noncontributory defined benefit pension plan covering substantially all domestic salaried and full-time hourly

employees and provides certain postretirement health care and life insurance benefits for retired employees. The Company makes certain assumptions that affect the underlying estimates related to pension and other postretirement costs. Significant declines in interest rates, declining securities market values and changes to projected increases in health care costs would require the Company to revise key assumptions and could result in a charge to earnings.

OVERVIEW

The Company operates three channels of distribution. U.S. Retail includes retail sales in Company-operated stores in the U.S.; International Retail primarily includes retail sales in Company-operated stores and boutiques in markets

outside the U.S., as well as a limited amount of business-to-business sales, Internet sales and wholesale sales to independent retailers and distributors in certain of those markets; Direct Marketing includes business-to-business, catalog and Internet sales in the U.S.

All references to years relate to the fiscal year that ends on January 31 of the following calendar year. All share and per share data have been retroactively adjusted to reflect the two-for-one stock splits in 2000 and 1999.

Net sales declined 4% in 2001 following a 13% increase in 2000. The Company's reported sales reflect either a translation-related benefit from strengthening foreign currencies or a detriment from a strengthening U.S. dollar. On a constant-exchange-rate basis, net sales increased fractionally in 2001 and rose 13% in 2000, largely due to a worldwide comparable store sales decline of 4% in 2001 and an increase of 13% in 2000. Net earnings declined 9% in 2001 following a 31% increase in 2000.

In order to focus on Company-operated stores and to eliminate marginally profitable operations, the Company eliminated certain wholesale selling operations. In January 2001, wholesale sales of fragrance products were discontinued in the U.S. and in most international markets; in July 2000, wholesale sales of jewelry and non-jewelry items were discontinued in Europe; and in January 2000, wholesale sales of jewelry and non-jewelry items were discontinued in the U.S. In connection with these decisions, the Company established product return reserves, which had the cumulative effect of reducing gross profit by $9,364,000, and recorded a charge of $3,146,000 to selling, general and administrative expenses, primarily relating to the write-off of unrecoverable store fixtures maintained by such customers. There were no product return reserves remaining for these operations at January 31, 2002. Management believes that these decisions, singularly and in the aggregate, did not significantly affect the Company's financial position, earnings or cash flows, although the elimination of wholesale sales and the related accounts receivable modestly affected year-over-year comparisons.

Net sales includes shipping and handling fees billed to customers while cost of sales includes the related costs as recommended by the Emerging Issues Task Force Issue 00-10, "Accounting for Shipping and Handling Fees and Costs."

The following table highlights certain operating data as a percentage of net sales:

	2001	2000	1999
Net sales	100.0%	100.0%	100.0%
Cost of sales	41.3	43.1	44.2
Gross profit	58.7	56.9	55.8
Selling, general and administrative expenses	39.4	37.3	38.3
Earnings from operations	19.3	19.6	17.5
Other expenses, net	1.3	0.6	0.6
Earnings before income taxes	18.0	19.0	16.9
Provision for income taxes	7.2	7.6	7.0
Net earnings	10.8%	11.4%	9.9%

NET SALES

Net sales by channel of distribution were as follows:

(in thousands)	2001	2000	1999

U.S. Retail	$ 786,792	$ 833,221	$ 744,425
International Retail	659,028	679,274	589,607
Direct Marketing	160,715	155,561	137,658
	$1,606,535	$1,668,056	$1,471,690

(percentage of net sales)	2001	2000	1999
U.S. Retail	49%	50%	51%
International Retail	41	41	40
Direct Marketing	10	9	9
	100%	100%	100%

U.S. Retail sales declined 6% in 2001 and rose 12% in 2000, largely reflecting a comparable store sales decline of 8% in 2001, following a 12% increase in 2000. Management attributes the comparable store sales decline in 2001 to challenging economic and retail conditions that resulted in smaller average transaction sizes, as well as lower levels of customer traffic and transactions in many of Tiffany's stores following the events of September 11th. The comparable store sales increase in 2000 was geographically broad-based and was due to an increased number of transactions. Sales in the New York flagship store declined 15% in 2001 and rose 6% in 2000, and represented 11%, 12% and 13% of net sales in 2001, 2000 and 1999. Comparable U.S. branch store sales declined 6% in 2001 and increased 15% in 2000. Comparable sales to domestic customers, accounting for the majority of U.S. sales, decreased in 2001 and rose in 2000. Comparable sales to foreign tourists, as a percentage of U.S. Retail sales, decreased in 2001 and were unchanged in 2000. The Company opened two U.S. stores in 2001 and four stores in 2000 and, as part of a multi-year renovation project, added an additional selling floor in its New York flagship store in November 2001.

International Retail sales decreased 3% in 2001 and increased 15% in 2000. When compared with the prior year, the average yen rate was weaker in 2001 and stronger in 2000. Therefore, on a constant-exchange-rate basis, International Retail sales rose 7% in 2001 and 14% in 2000. Japan represented 28%, 28% and 27% of net sales in 2001, 2000 and 1999. Total retail sales in Japan in local currency rose 10% in 2001 and 13% in 2000, partly due to comparable store sales growth of 3% in 2001 and 11% in 2000. Management believes that increasingly difficult economic conditions in Japan affected sales growth in 2001. Unit sales rose in 2001 and 2000 but were partly offset in 2001 by a smaller average transaction size. In 2001, four new boutiques were opened and one older one was closed, while in 2000 three new boutiques were opened and three older ones were closed. The Asia-Pacific region outside Japan represented 6%, 7% and 7% of net sales in 2001, 2000 and 1999. Comparable sales on a constant-exchange-rate basis in Company-operated stores and boutiques in that region declined fractionally in 2001 and rose 26% in 2000. In that region, the Company opened two stores and closed three boutiques in 2001, while in 2000 the Company opened four retail stores. Europe represented 4% of net sales in 2001, 2000 and 1999 and comparable sales on a constant-exchange-rate basis in Company- operated stores increased 1% in 2001 and rose 23% in 2000. The Company opened two stores in Europe in 2001.

Worldwide gross square footage for Company-operated stores increased 9% in 2001 and 7% in 2000. The Company's strategy is to continue to open Company-operated stores in U.S. and international markets with an overall objective of at least 5% annual growth in gross retail store square footage. The long-term plan in the U.S. is to open an average of three to five stores per year in new and/or existing markets. Plans for 2002 include opening stores in St. Louis, Missouri, Orlando, Florida, Bellevue, Washington, East Hampton, New York and Honolulu, Hawaii (which will replace two existing hotel boutiques). The Company's long-term international expansion plans include opening two to three locations per year in Japan and renovating and/or expanding certain existing locations, as well as opening locations in other international markets. Plans for 2002 include opening two boutiques in Japan, and additional retail stores in Korea and Taiwan.

In 2001, the Company signed new distribution agreements with Mitsukoshi Ltd. of Japan ("Mitsukoshi"), whereby TIFFANY & CO. boutiques will continue to operate within Mitsukoshi's stores in Japan until at least January 31, 2007. Existing agreements were scheduled to expire in 2001. The new agreements largely continue the principles on which Mitsukoshi and the Company have been cooperating since 1993, when the relationship was last renegotiated. The main agreement, which will expire on January 31, 2007, covers the continued operation of 24 TIFFANY & CO. boutiques. A separate set of agreements covers the operation of a freestanding TIFFANY & CO. store on Tokyo's Ginza. Under the new agreements, the Company is not restricted from further expansion of its Tokyo operations. In addition, the Company will pay to Mitsukoshi a reduced percentage fee based on certain sales beginning in 2002, followed by a greater reduction in fees beginning in 2003.

Direct Marketing sales increased 3% in 2001 following a 13% increase in 2000. Sales in the Business Sales division (formerly called the Corporate division) declined 13% in 2001 due to a lower average order size and rose 7% in 2000 primarily due to an increased number of orders. Combined Internet and catalog sales increased 23% in 2001 and 21% in 2000, primarily due to strong growth in Internet sales. The Company launched Internet sales in 1999 and, since then, has increased the number of products online from approximately 225 to 2,400 and plans a modest increase in products in 2002. The Company mailed 26 million, 25 million and 26 million catalogs in 2001, 2000 and 1999 and currently plans to mail 24-25 million catalogs in 2002.

GROSS PROFIT

Gross profit as a percentage of net sales ("gross margin") increased in 2001 and 2000. Management attributes the increases in both years to shifts in sales mix toward lower-priced items that carry a higher gross margin, as well as to improved efficiencies in product manufacturing and sourcing and selective price increases. In 2000, the Company also achieved the leverage effect of increased sales on the fixed component of cost of sales. The Company's hedging program (see Note K to the Consolidated Financial Statements) uses yen put options to stabilize product costs in Japan over the short-term despite exchange rate fluctuations, but the Company adjusts its retail prices in Japan from time to time to address longer-term changes in the yen/dollar relationship and local competitive pricing. Management's ongoing strategy and objectives include achieving further product manufacturing/sourcing efficiencies, leveraging its fixed costs and implementing selective price adjustments, in order to maintain the Company's gross margin at, or above, prior year levels.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES ("SG&A")

SG&A increased 2% in 2001 and 10% in 2000. In both years, SG&A growth was affected by incremental depreciation, staffing, occupancy and marketing expenses related to the Company's overall worldwide expansion program. Management acted to restrain growth in discretionary spending in 2001. However, the rate of SG&A growth was also moderated by lower sales-related variable expenses and by the translation effect of a weaker yen; the latter two factors had the opposite effect on the rate of SG&A growth in 2000. As a percentage of net sales, SG&A rose in 2001 following a decline in 2000. Management's longer-term objective is to reduce this percentage by leveraging sales growth against the Company's fixed-expense base.

EARNINGS FROM OPERATIONS

As a result of the above factors, earnings from operations declined 5% in 2001 following a 27% increase in 2000. As a percentage of net sales, earnings from operations declined in 2001 and increased in 2000. On a reportable segment basis, the ratio of earnings from operations (before the effect of unallocated corporate expenses and interest and other expenses, net) to net sales in 2001, 2000 and 1999 was as follows: U.S. Retail was 25%, 28% and 24%; International Retail was 30%, 28% and 25%; and Direct Marketing was 16%, 14% and 13%. Sales levels, gross margins and the ability to leverage fixed expenses affected changes in profitability in each segment.

INTEREST EXPENSE AND FINANCING COSTS

In 2001, interest expense rose primarily due to interest costs resulting from the Company's decision to purchase its 370,000 square foot Parsippany, New Jersey customer service/distribution center and office facility ("CSC") which resulted in the conversion of the operating lease into a capital lease. In 2000, interest expense rose due to higher short-term borrowings related to increased working capital and capital expenditure requirements. Management expects interest expense and financing costs to increase modestly in 2002 primarily as a result of the Company's planned expansion.

OTHER EXPENSE (INCOME), NET

Other expense (income), net includes interest income and realized and unrealized gains (losses) on investment activities. In 2001, other expense (income), net declined due to lower interest income earned on cash and cash equivalents, a pretax impairment charge of $7,800,000, representing the Company's total investment in a third-party provider of online wedding gift registry services, and the recognition of the Company's share of losses in equity investments. This was partially offset by a pretax gain of $5,257,000, based on the Company's approximate 14.7% equity interest in Aber Diamond Corporation ("Aber"), a publicly-traded company headquartered in Canada, which sold its interest in the Snap Lake Project to De Beers Canada Mining, Inc. in February 2001. In 2000, other expense (income), net rose due to higher interest income earned on cash and cash equivalents.

PROVISION FOR INCOME TAXES

The Company's effective tax rate was 40.0% in both 2001 and 2000 and was 41.3% in 1999. The declining rate in 2000 was due to shifts in the geographical business mix toward lower-tax jurisdictions.

NEW ACCOUNTING STANDARDS

In July 2001, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 141, "Accounting for Business Combinations" and SFAS No. 142, "Accounting for Goodwill and Other Intangible Assets." SFAS No. 141 requires that all business combinations initiated after June 30, 2001 be accounted for using the purchase method of accounting. SFAS No. 142 requires that goodwill and certain other intangible assets no longer be amortized to earnings. In addition, the Company will be required to review goodwill and certain other intangible assets annually for potential impairment. On February 1, 2002, the Company adopted these standards and their application is not expected to have a significant impact on the Company's financial position, earnings or cash flows.

In September 2001, the FASB issued SFAS No. 143, "Accounting for Asset Retirement Obligations," which addresses the accounting and financial reporting for legal obligations associated with the retirement of tangible long-lived assets and the associated retirement costs. The provisions of SFAS No. 143 will be effective for the Company's financial statements for the fiscal year beginning February 1, 2003. The Company does not expect the adoption of this standard to have a significant impact on its financial position, earnings or cash flows.

In October 2001, the FASB issued SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," which addresses the accounting for impairment or disposal of long-lived assets and discontinued operations. On February 1, 2002, the Company adopted this standard and its application had no significant impact on its financial position, earnings or cash flows.

EURO CONVERSION

On January 1, 2002, new euro-denominated bills and coins were issued by 11 of the 15 member countries of the European Economic and Monetary Union, and existing currencies have since been withdrawn from circulation. The Company's policy is to maintain uniform pricing among the member countries and, as a result, the conversion to the euro had no impact on the financial position, earnings or cash flows of the Company's European businesses.

FINANCIAL CONDITION

LIQUIDITY AND CAPITAL RESOURCES

The Company's liquidity needs have been, and are expected to remain, primarily a function of its seasonal working capital requirements and capital expenditure needs, which have increased due to the Company's expansion. Management believes that the Company's financial condition at January 31, 2002 provides sufficient resources to support current business activities and planned expansion.

The Company achieved net cash inflows from operating activities of $241,506,000 in 2001, $110,696,000 in 2000 and $230,351,000 in 1999. The inflow in 2001 was greater than 2000 largely due to decreased raw material inventory purchases. The inflow in 2000 was below 1999 due to increased inventory purchases of finished goods and raw materials.

Working capital (current assets less current liabilities) and the corresponding current ratio (current assets divided by current liabilities) were $612,978,000 and 2.8:1 at January 31, 2002 compared with $667,647,000 and 3.0:1 at January 31, 2001.

Accounts receivable at January 31, 2002 were 8% below January 31, 2001 primarily due to lower sales.

Inventories at January 31, 2002 were 6% below January 31, 2001 and, on a constant-exchange-rate basis, were 1% below January 31, 2001. A 3% increase in finished goods was primarily due to lower-than-expected sales levels partially offset by the translation impact, in the amount of $31,900,000, resulting from the strengthening of the U.S. dollar. On a constant-exchange-rate basis, finished goods inventories were 10% above January 31, 2001. Finished goods inventories were increased to support store openings, product introductions and wider assortment and greater availability especially in the engagement jewelry category. In order to adjust inventory levels to reflect sales demand in 2001, management reduced the quantities of certain finished goods to be purchased from outside suppliers and selectively adjusted levels of internal production. The effect was a deceleration in the rate of year-over-year inventory growth at the end of each quarter in 2001. More than offsetting higher finished goods was a 40% decline in raw material and work-in-process inventories from January 31, 2001 levels. In the latter part of 2000, the Company had made strategic purchases of diamonds to address the tightening in the market supply of high-quality diamonds, and increased production to ensure adequate inventory position in certain categories. The Company's ongoing inventory objectives are: to refine worldwide replenishment systems; to focus on the specialized disciplines of product development, category management and sales demand forecasting; to improve presentation and management of inventories in each store; and to improve warehouse management and supply-chain logistics. Management expects that inventory levels in 2002 will increase to support anticipated sales growth and new stores, as well as product introductions that include a new collection of watches.

Capital expenditures and the payment of the capital lease purchase obligation were $210,291,000 in 2001, $108,382,000 in 2000 and $171,237,000 in 1999. In all three years, a portion of capital expenditures was related to the opening, renovation and/or expansion of retail stores and office facilities, expansion of internal jewelry manufacturing and investments in new systems. The increase in 2001 included costs related to the capital lease buyout and expansion of the CSC. The Company also commenced construction of a 266,000 square foot customer fulfillment/distribution center ("CFC") in Hanover Township, New Jersey that will fulfill shipments to retail, catalog, Internet and business sales customers. Upon completion of the CFC, the Company's existing CSC will be used primarily to replenish store inventories. The CFC is scheduled to open in late 2003 and the Company estimates that the overall cost of that project will be approximately $98,500,000 of which $24,330,000 has been incurred. In 2000, the Company began a four-year project to renovate and reconfigure its New York flagship store in order to increase the total sales area by 25% and to provide additional space for customer service, customer hospitality

and special exhibitions. The new second floor opened in November 2001 and provides an expanded presentation of engagement and other jewelry. In addition, in conjunction with the New York store project, the Company relocated its after-sales service functions to a new location and relocated several of its administrative functions. The Company spent $33,339,000 in 2001 and $38,768,000 to date for the New York store and related projects. Based on current plans, the

Company estimates that the overall cost of these projects will be approximately $85,000,000. Capital expenditures in 1999 included the Company's cash purchase of the land and building housing its New York flagship store. Based on current plans, management expects that capital expenditures will be approximately $175,000,000-$200,000,000 in 2002, due to costs related to the opening, renovation and expansion of store and distribution facilities, as well as ongoing investments in new systems.

In May 2001, the Company made an equity investment in Little Switzerland, Inc., a publicly-traded company headquartered in the U.S. Virgin Islands, by purchasing 7,410,000 newly issued unregistered shares of its common stock, which represented approximately 45% of Little Switzerland's outstanding shares, at a cost of $9,546,000, and has provided a loan of $2,500,000.

In February 2000, the Company acquired an approximate 5.4% equity interest in Della.com, Inc. ("Della"), a provider of online wedding gift registry services. Immediately thereafter, the Company entered into a Gift Registry Service Agreement, and, as a result, the Company offers its products through Della's site and Della developed an online wedding gift registry for the Company, which was launched in August 2000. In April 2000, Della merged with and into WeddingChannel.com with the consequence that the Company's equity interest in Della was converted to an approximate 2.7% interest in WeddingChannel.com, assuming the conversion of all outstanding preferred shares to common. In 2001, the Company recorded a pretax impairment charge of $7,800,000, representing the Company's total investment.

In July 1999, the Company made a strategic investment in Aber by purchasing 8 million unregistered shares of its common stock, which represents approximately 14.7% of Aber's outstanding shares, at a cost of $70,636,000. Aber holds a 40% interest in the Diavik Diamonds Project in Canada's Northwest Territories, an operation being developed to mine gem-quality diamonds. Production is expected to commence in the first half of 2003. In addition, the Company has formed a joint venture and has entered into a diamond purchase agreement with Aber. It is expected that this commercial relationship will enable the Company to secure a considerable portion of its future diamond needs.

Cash dividends were $23,315,000 in 2001, $21,820,000 in 2000 and $16,083,000 in 1999. In both May 2000 and May 1999, the Board of Directors declared a 33% increase in the quarterly dividend rate on common shares, effective in July 2000 and July 1999. The dividend payout ratio (dividends as a percentage of net earnings) was 13% in 2001 and 11% in both 2000 and 1999. The Company expects to continue to retain the majority of its earnings to support its business and future expansion.

In September 2000, the Board of Directors extended the Company's original stock repurchase program until November 2003. The program was initially authorized in November 1997 for the repurchase of up to $100,000,000 of the Company's Common Stock in the open market over a three-year period. That authorization was superceded in September 2000 by a further authorization of repurchases of up to $100,000,000 of the Company's Common Stock in the open market. At January 31, 2002, $58,622,000 remained available for future share repurchases. The timing and actual number of shares repurchased depend on a variety of factors such as price and other market conditions. The Company repurchased and retired 1,628,000 shares of Common Stock in 2001 at an aggregate cost of $39,265,000, or an average cost of $24.12 per share; repurchased and retired 465,000 shares of Common Stock in 2000 at an aggregate cost of $13,319,000, or an average cost of $28.64 per share. No repurchases were made in 1999.

In July 1999, the Company issued 2,900,000 shares of its Common Stock at a price of $24.69 per share, resulting in net proceeds of $71,426,000. The net proceeds from the issuance were added to the Company's working capital and used to support strategic initiatives and ongoing business expansion.

In October 1999, the Company entered into a yen 5,500,000,000, five-year term loan agreement due 2004, bearing interest at the six-month Japanese LIBOR, plus 50 basis points, adjusted every six months ("floating rate"). The proceeds from this loan were used to reduce short-term indebtedness in Japan. At the same time, the Company entered into a yen 5,500,000,000, five-year interest-rate swap agreement whereby the Company pays a fixed rate of 1.815% and receives the floating rate.

The Company's sources of working capital are internally-generated cash flows and borrowings available under a multicurrency revolving credit facility ("Credit Facility"). In November 2001, the Credit Facility was amended to increase the amount from $160,000,000 to $200,000,000 and the number of banks from five to six. The Credit Facility entitles the Company to borrow $38,750,000 on a pro-rata basis from each of three banks, $25,000,000 from one bank, $15,000,000 from another bank and $43,750,000 from an agent bank. All borrowings are at interest rates based on a prime rate or a reserve-adjusted LIBOR and are affected by local borrowing conditions. The Credit Facility expires in November 2006.

The Company has issued, at par, $51,500,000 of 7.52% Senior Notes Due January 31, 2003. In order to provide funds for the redemption of these Senior Notes, as well as for general corporate purposes, the Company is evaluating a new debt issuance in an amount of up to $100,000,000.

Management anticipates that internally-generated cash flows, funds available under the Credit Facility and the completion of a new debt issuance will be sufficient to support the Company's planned worldwide business expansion and seasonal working capital increases that are typically required during the third and fourth quarters of the year.

Net-debt (short-term borrowings plus the current portion of long-term debt plus long-term debt less cash and cash equivalents) and the corresponding ratio of net-debt as a percentage of total capital (net-debt plus stockholders' equity) were $97,292,000 and 9% at January 31, 2002, compared with $75,322,000 and 8% at January 31, 2001.

CONTRACTUAL CASH OBLIGATIONS AND COMMERCIAL COMMITMENTS

The following summarizes the Company's contractual cash obligations at January 31, 2002:

(in thousands)	Total	Due 2002	Due 2003-2005	Due Thereafter
Long-term debt	$ 230,565	$ 51,500	$ 41,415	$ 137,650
Operating leases	432,447	51,771	128,211	252,465
Inventory purchase obligations	597,370	97,370	150,000	350,000
Construction-in-progress	33,562	26,162	7,400	--
Other contractual obligations	2,700	1,000	1,700	--
Total contractual cash obligations	$1,296,644	$ 227,803	$ 328,726	$ 740,115

The following summarizes the Company's commercial commitments at January 31, 2002:

(in thousands)	Total Amounts Committed	Amount of commitment expiration per period: Less Than 1 year	1-3 years	Over 4 years
Lines of credit (1)	$205,474	$ 5,474	$ --	$200,000
Letters of credit and financial guarantees	12,314	10,732	1,582	--
Total commercial commitments	$217,788	$ 16,206	$ 1,582	$200,000

(1) At January 31, 2002, $40,402,000 was drawn against these facilities.

MARKET RISK

The Company is exposed to market risk from fluctuations in foreign currency exchange rates and interest rates, which could affect its consolidated financial position, results of operations and cash flows. The Company manages its exposure to market risk through its regular operating and financing activities and, when deemed appropriate, through the use of derivative financial instruments. The Company uses derivative financial instruments as risk management tools and not for trading or speculative purposes, and does not maintain such instruments that may expose the Company to significant market risk.

The Company uses foreign currency-purchased put options, primarily yen, and, to a lesser extent, foreign-exchange forward contracts to minimize the impact from a significant strengthening of the U.S. dollar on foreign currency-denominated transactions. Gains or losses on these instruments substantially offset losses or gains on the assets, liabilities and transactions being hedged. Management does not foresee nor expect any significant changes in foreign currency exposure in the near future.

The fair value of foreign currency-purchased put options is sensitive to changes in foreign currency exchange rates. The unrealized gain on the Company's purchased put options amounted to $8,109,000 at January 31, 2002 and $5,503,000 at January 31, 2001. Unrealized gains and losses from foreign currency exchange contracts are defined as the difference between the contract rate at the inception date and the current market exchange rate. If the market yen-exchange rates are stronger than the contracted exchange rates, the Company will allow the option to expire, limiting its loss to the cost of the option contract. At January 31, 2002 and 2001, a 10% appreciation in yen-exchange rates from the prevailing market rates would have resulted in an unrealized loss equal to the cost of the option contracts (which was $3,276,000 and $2,282,000). At January 31, 2002 and 2001, a 10% depreciation in yen-exchange rates from the prevailing market rates would have resulted in additional unrealized gains of $12,389,000 and $8,746,000.

The Company also manages its fixed-rate debt liability to reduce its exposure to interest rate changes. The fair value of the Company's fixed-rate long-term debt is sensitive to interest rate changes. Interest rate changes would result in gains (losses) in the market value of this debt due to differences between market interest rates and rates at the inception of the debt obligation. Based on a hypothetical immediate 100 basis point increase in interest rates at January 31, 2002 and 2001, the market value of the Company's fixed-rate long-term debt would have decreased by $9,562,000 and $10,996,000. Based on a hypothetical immediate 100 basis point decrease in interest rates at January 31, 2002 and 2001, the market value of the Company's fixed-rate long-term debt would have increased by $10,321,000 and $11,938,000.

The Company uses an interest-rate swap to manage its yen-denominated floating-rate long-term debt in order to reduce the impact of interest rate changes on earnings and cash flows and to lower overall borrowing costs. The Company monitors its interest rate risk on the basis of changes in fair value. If there had been a 10% decrease in interest rates at January 31, 2002 and 2001, the loss for changes in market value of the interest-rate swap and the underlying debt would have been $20,000 and $10,000.

Management neither foresees nor expects significant changes in its exposure to interest rate fluctuations, nor in its market risk-management practices.

SEASONALITY

As a jeweler and specialty retailer, the Company's business is seasonal in nature, with the fourth quarter typically representing a proportionally greater percentage of annual sales, earnings from operations and cash flow. Management expects such seasonality to continue.

RISK FACTORS

This document contains certain "forward-looking statements" concerning the Company's objectives and expectations with respect to store openings, retail prices, gross profit, expenses, inventory performance, capital expenditures and cash flow. In addition, management makes other forward-looking statements from time to time concerning objectives and expectations. As a jeweler and specialty retailer, the Company's success in achieving its objectives and expectations is partially dependent upon economic conditions, competitive developments and consumer attitudes. However, certain assumptions are specific to the Company and/or the markets in which it operates. The following assumptions, among others, are "risk factors" which could affect the likelihood that the Company will achieve the objectives and expectations communicated by management: (i) that low or negative growth in the economy or in the financial markets, particularly in the U.S. and Japan, will not occur and reduce discretionary spending on goods that are, or are perceived to be, "luxuries"; (ii) that consumer spending does not decline substantially during the fourth quarter of any year; (iii) that the events of September 11, 2001 and subsequent military operations, as well as unsettled global political and economic conditions, do not result in long-term disruptions to, or a slowing of, tourist travel; (iv) that sales in Japan will not decline substantially; (v) that there will not be a substantial adverse change in the exchange relationship between the Japanese yen and the U.S. dollar; (vi) that Mitsukoshi and other department store operators in Japan, in the face of declining or stagnant department store sales, will not close or consolidate stores in which TIFFANY & CO. boutiques are located; (vii) that Mitsukoshi's ability to continue as a leading department store operator in Japan will continue; (viii) that existing product supply arrangements, including license arrangements with third-party designers Elsa Peretti and Paloma Picasso, will continue; (ix) that the wholesale market for high-quality cut diamonds will provide continuity of supply and pricing; (x) that the investment in Aber achieves its financial and strategic objectives; (xi) that new systems, particularly for inventory management, can be successfully integrated into the Company's operations; (xii) that warehousing and distribution productivity and capacity can be further improved to support the Company's worldwide distribution requirements; and (xiii) that new stores and other sales locations can be leased or otherwise obtained on suitable terms in desired markets and that construction can be completed on a timely basis.

REPORT OF MANAGEMENT

The Company's consolidated financial statements were prepared by management, who are responsible for their integrity and objectivity. The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and, as such, include amounts based on management's best estimates and judgments.

Management is further responsible for maintaining a system of internal accounting control designed to provide reasonable assurance that the Company's assets are adequately safeguarded and that the accounting records reflect transactions executed in accordance with management's authorization. The system of internal control is continually reviewed and is augmented by written policies and procedures, the careful selection and training of qualified personnel and a program of internal audit.

The consolidated financial statements have been audited by PricewaterhouseCoopers LLP, Independent Accountants. Their report is shown on this page.

The Audit Committee of the Board of Directors, which is composed solely of independent directors, meets regularly with financial management and the independent accountants to discuss specific accounting, financial reporting and internal control matters. Both the independent accountants and the internal auditors have full and free access to the Audit Committee. Each year the Audit Committee selects the firm that is to perform audit services for the Company.

/s/ William R. Chaney

William R. Chaney
CHAIRMAN OF THE BOARD

/s/ Michael J. Kowalski

Michael J. Kowalski
PRESIDENT AND CHIEF EXECUTIVE OFFICER

/s/ James N. Fernandez

James N. Fernandez
EXECUTIVE VICE PRESIDENT AND CHIEF FINANCIAL OFFICER

REPORT OF INDEPENDENT ACCOUNTANTS

To the Shareholders and
Board of Directors of Tiffany & Co.

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of earnings, stockholders' equity and comprehensive earnings and cash flows present fairly, in all material respects, the financial position of Tiffany & Co. and Subsidiaries at January 31, 2002 and 2001 and the results of their operations and their cash flows for each of the three years in the period ended January 31, 2002, in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
New York, New York
February 27, 2002

[CONSOLIDATED BALANCE SHEETS]

	January 31,	
(in thousands, except per share amount)	2002	2001
ASSETS		
Current assets:		
Cash and cash equivalents	$ 173,675	$ 195,613
Accounts receivable, less allowances of $6,878 and $7,973	98,527	106,988
Inventories, net	611,653	651,717
Deferred income taxes	41,170	28,069
Prepaid expenses and other current assets	29,389	22,458
Total current assets	954,414	1,004,845
Property, plant and equipment, net	525,585	423,244
Deferred income taxes	4,560	7,282
Other assets, net	145,309	132,969
	$ 1,629,868	$ 1,568,340

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities:		
Short-term borrowings	$ 40,402	$ 28,778
Current portion of long-term debt	51,500	--
Obligation under capital lease	--	40,747
Accounts payable and accrued liabilities	161,782	189,531
Income taxes payable	48,997	42,085
Merchandise and other customer credits	38,755	36,057
Total current liabilities	341,436	337,198
Long-term debt	179,065	242,157
Postretirement/employment benefit obligations	29,999	26,134
Other long-term liabilities	42,423	37,368
Commitments and contingencies		
Stockholders' equity:		
Common Stock, $0.01 par value; authorized 240,000 shares, issued and outstanding 145,001 and 145,897	1,450	1,459
Additional paid-in capital	330,743	318,794
Retained earnings	743,543	630,076
Accumulated other comprehensive (loss) gain:		
Foreign currency translation adjustments	(45,306)	(24,846)
Cash flow hedging instruments	6,515	--
Total stockholders' equity	1,036,945	925,483
	$ 1,629,868	$ 1,568,340

See Notes to Consolidated Financial Statements.

[CONSOLIDATED STATEMENTS OF EARNINGS]

(in thousands, except per share amounts)	Years Ended January 31, 2002	2001	2000
Net sales	$ 1,606,535	$ 1,668,056	$ 1,471,690
Cost of sales	663,058	719,642	650,010
Gross profit	943,477	948,414	821,680
Selling, general and administrative expenses	633,580	621,018	564,797
Earnings from operations	309,897	327,396	256,883
Interest expense and financing costs	19,834	16,207	15,038
Other expense (income), net	751	(6,452)	(6,213)
Earnings before income taxes	289,312	317,641	248,058
Provision for income taxes	115,725	127,057	102,379
Net earnings	$ 173,587	$ 190,584	$ 145,679
Net earnings per share:			
Basic	$ 1.19	$ 1.31	$ 1.02
Diluted	$ 1.15	$ 1.26	$ 0.97
Weighted average number of common shares:			
Basic	145,535	145,493	142,968

Diluted	150,517	151,816	149,666

See Notes to Consolidated Financial Statements.

TIFFANY & CO. AND SUBSIDIARIES

[CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY AND COMPREHENSIVE EARNINGS]

(in thousands)	Total Stockholders' Equity	Retained Earnings	Accumulated Other Comprehensive (Loss) Gain	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital
Balances, January 31, 1999	$ 516,453	$ 344,223	$ (13,355)	138,932	$ 1,390	$ 184,195
Exercise of stock options	16,380	--	--	3,006	30	16,350
Tax benefit from exercise of stock options	19,632	--	--	--	--	19,632
Issuance of Common Stock under the Employee Profit Sharing and Retirement Savings Plan	1,600	--	--	114	1	1,599
Issuance of Common Stock, net of issuance costs of $168	71,426	--	--	2,900	29	71,397
Cash dividends on Common Stock	(16,083)	(16,083)	--	--	--	--
Foreign currency translation adjustments	1,989	--	1,989	--	--	--
Net earnings	145,679	145,679	--	--	--	--
Balances, January 31, 2000	757,076	473,819	(11,366)	144,952	1,450	293,173
Exercise of stock options	10,741	--	--	1,307	13	10,728
Tax benefit from exercise of stock options	12,401	--	--	--	--	12,401
Issuance of Common Stock under the Employee Profit Sharing and Retirement Savings Plan	3,300	--	--	103	1	3,299
Purchase and retirement of Common Stock	(13,319)	(12,507)	--	(465)	(5)	(807)
Cash dividends on Common Stock	(21,820)	(21,820)	--	--	--	--
Foreign currency translation adjustments	(13,480)	--	(13,480)	--	--	--
Net earnings	190,584	190,584	--	--	--	--
Balances, January 31, 2001	925,483	630,076	(24,846)	145,897	1,459	318,794
Exercise of stock options	6,306	--	--	643	7	6,299
Tax benefit from exercise of stock options	5,294	--	--	--	--	5,294
Issuance of Common Stock under the Employee Profit Sharing and Retirement Savings Plan	2,800	--	--	89	1	2,799
Purchase and retirement of Common Stock	(39,265)	(36,805)	--	(1,628)	(17)	(2,443)
Cash dividends on Common Stock	(23,315)	(23,315)	--	--	--	--
Cash flow hedging instruments	6,515	--	6,515	--	--	--
Foreign currency translation adjustments	(20,460)	--	(20,460)	--	--	--
Net earnings	173,587	173,587	--	--	--	--
BALANCES, JANUARY 31, 2002	$ 1,036,945	$ 743,543	$ (38,791)	145,001	$ 1,450	$ 330,743

Comprehensive earnings is as follows:	2002	2001	2000
Net earnings	$ 173,587	$ 190,584	$ 145,679
Cash flow hedging instruments (net of taxes of $3,508)	6,515	--	--
Foreign currency translation adjustments	(20,460)	(13,480)	1,989
	$ 159,642	$ 177,104	$ 147,668

See Notes to Consolidated Financial Statements.

TIFFANY & CO. AND SUBSIDIARIES

[CONSOLIDATED STATEMENTS OF CASH FLOWS]

(in thousands)	Years Ended January 31, 2002	2001	2000

CASH FLOWS FROM OPERATING ACTIVITIES:			
Net earnings	$ 173,587	$ 190,584	$ 145,679
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Depreciation and amortization	64,627	46,735	41,543
(Gain) loss on equity investments	(2,633)	1,168	193
Provision for uncollectible accounts	1,702	1,277	1,442
Provision for inventories	10,085	17,666	3,507
Impairment of investment in third-party online provider	7,800	--	--
Tax benefit from exercise of stock options	5,294	12,401	19,632
Deferred income taxes	(14,668)	782	(8,980)
Loss on disposal of fixed assets	532	773	17
Provision for postretirement/employment benefits	3,865	2,970	1,626
Changes in assets and liabilities:			
Accounts receivable	4,107	10,235	(12,742)
Inventories	2,819	(182,041)	(13,398)
Prepaid expenses and other current assets	1,635	(3,913)	(1,065)
Other assets, net	(6,890)	(4,219)	(10,137)
Accounts payable	(17,163)	11,044	(3,860)
Accrued liabilities	(7,010)	6,170	37,612
Income taxes payable	8,564	(10,897)	20,595
Merchandise and other customer credits	2,755	5,875	7,349
Other long-term liabilities	2,498	4,086	1,338
Net cash provided by operating activities	241,506	110,696	230,351
CASH FLOWS FROM INVESTING ACTIVITIES:			
Equity investments	(9,546)	(7,903)	(70,636)
Capital expenditures	(170,806)	(108,382)	(171,237)
Acquisitions, net of liabilities assumed	--	--	(7,031)
Proceeds from lease incentives	4,554	3,761	5,316
Investments in notes receivable	(2,500)	(1,519)	--
Net cash used in investing activities	(178,298)	(114,043)	(243,588)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from issuance of Common Stock	--	--	71,426
Proceeds from (repayment of) short-term borrowings, net	13,852	9,840	(77,676)
Proceeds from issuance of long-term debt	--	--	48,818
Payment on capital lease obligation	(39,485)	--	--
Repurchase of Common Stock	(39,265)	(13,319)	--
Proceeds from exercise of stock options	6,306	10,741	16,380
Cash dividends on Common Stock	(23,315)	(21,820)	(16,083)
Net cash (used in) provided by financing activities	(81,907)	(14,558)	42,865
Effect of exchange rate changes on cash and cash equivalents	(3,239)	(3,418)	(1,285)
Net (decrease) increase in cash and cash equivalents	(21,938)	(21,323)	28,343
Cash and cash equivalents at beginning of year	195,613	216,936	188,593
Cash and cash equivalents at end of year	$ 173,675	$ 195,613	$ 216,936

See Notes to Consolidated Financial Statements.

[NOTES TO CONSOLIDATED FINANCIAL STATEMENTS]

A. NATURE OF BUSINESS

Tiffany & Co. retails and distributes fine jewelry, timepieces, sterling silverware, china, crystal, stationery, fragrances and personal accessories. It is also engaged in product design and manufacturing activities. Sales are made through three segments of business. U.S. Retail includes retail sales in Company-operated stores in the U.S.; International Retail primarily includes retail sales in Company-operated stores and boutiques in markets outside the U.S., as well as a limited amount of business-to-business sales, Internet sales and wholesale sales to independent retailers and distributors in certain of those markets; Direct Marketing includes business-to-business, catalog and Internet sales in the U.S.

B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

FISCAL YEAR

The Company's fiscal year ends on January 31 of the following calendar year. All references to years relate to fiscal years rather than calendar years.

BASIS OF REPORTING

The consolidated financial statements include the accounts of Tiffany & Co. and all majority-owned domestic and foreign subsidiaries ("Company"). Intercompany accounts, transactions and profits have been eliminated in consolidation. The equity method of accounting is used for investments in which the Company has significant influence, but not a controlling interest. These statements have been prepared in accordance with accounting principles generally accepted in the United States of America; these principles require management to make certain estimates and assumptions that affect amounts reported and disclosed in the financial statements and related notes. The most significant estimates include valuation of inventories, provisions for income taxes and uncollectible accounts and the recoverability of non-consolidated investments and long-lived assets. Actual results could differ from these estimates. Periodically, the Company reviews all significant estimates and assumptions affecting the financial statements relative to current conditions and records the effect of any necessary adjustments.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents are stated at cost plus accrued interest, which approximates fair value. Cash equivalents include highly liquid investments with an original maturity of three months or less and consist of time deposits with a number of U.S. and non-U.S. commercial banks with high credit ratings. The Company's policy restricts the amounts invested in any one bank.

RECEIVABLES AND FINANCE CHARGES

The Company's domestic and international presence and its large, diversified customer base serve to limit overall credit risk. The Company maintains reserves for potential credit losses and, historically, such losses, in the aggregate, have not exceeded expectations.

Finance charges on retail revolving charge accounts are not significant and are accounted for as a reduction of selling, general and administrative expenses.

INVENTORIES

Inventories are valued at the lower of cost or market. Domestic and foreign branch inventories are valued using the LIFO (last-in, first-out) method. Inventories held by foreign subsidiaries are valued using the FIFO (first-in, first-out) method.

PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at cost less accumulated depreciation. Depreciation is calculated on a straight-line basis over the following estimated useful lives: 39 years for buildings, 3-10 years for office equipment and 5-15 years for machinery and equipment. Leasehold improvements are amortized over the shorter of their estimated useful lives or the related lease terms. Maintenance and repair costs are charged to earnings while expenditures for major renewals and improvements are capitalized. Upon the disposition of property, plant and equipment, the accumulated depreciation is deducted from the original cost and any gain or loss is reflected in current earnings.

GOODWILL

Goodwill represents the excess of cost over fair value of net assets acquired and, until February 1, 2002, was being amortized over 20 years using the straight-line

method (see Note B, New Accounting Standards). At January 31, 2002 and 2001, unamortized goodwill of $10,393,000 and $10,884,000 was included in other assets, net.

IMPAIRMENT OF LONG-LIVED ASSETS

The Company periodically reviews long-lived assets for impairment by comparing the carrying value of the assets with their estimated future undiscounted cash flows. If it is determined that an impairment loss has occurred, the loss is recognized during that period. The impairment loss is calculated as the difference between asset carrying values and the present value of estimated net cash flows or comparable market values, giving consideration to recent operating performance and pricing trends. In 2001, 2000 and 1999, there were no significant impairment losses related to long-lived assets.

HEDGING INSTRUMENTS

Effective February 1, 2001, the Company adopted Statement of Financial Accounting Standards ("SFAS") No. 133, "Accounting for Derivative Instruments and Hedging Activities," and its related amendment, SFAS No. 138, "Accounting for Certain Derivative Instruments and Certain Hedging Activities." These standards require that all derivative instruments be recorded on the consolidated balance sheet at their fair value as either assets or liabilities. Changes in the fair value of derivatives are recorded each period in current or comprehensive earnings, depending on whether a derivative is designated as part of an effective hedge transaction and, if it is, the type of hedge transaction. Gains and losses on derivative instruments will be reclassified to earnings in the period in which earnings are affected by the hedged item. As of February 1, 2001, the adoption of these new standards resulted in a cumulative effect of an accounting change of $1,653,000, recorded in cost of sales, which reduced net earnings by $975,000, net of income taxes, and increased accumulated comprehensive earnings by $3,773,000, net of income taxes of $2,622,000.

The Company uses a limited number of derivative financial instruments to manage its foreign currency and interest rate exposures. For a derivative to qualify as a hedge at inception and throughout the hedged period, the Company formally documents the nature and relationships between the hedging instruments and hedged items, as well as its risk-management objectives, strategies for undertaking the various hedge transactions and method of assessing hedge effectiveness. Additionally, for hedges of forecasted transactions, the significant characteristics and expected terms of a forecasted transaction must be specifically identified, and it must be probable that each forecasted transaction will occur. If it were deemed probable that the forecasted transaction would not occur, the gain or loss would be recognized in current earnings. Financial instruments qualifying for hedge accounting must maintain a specified level of effectiveness between the hedge instrument and the item being hedged, both at inception and throughout the hedged period. The Company does not use derivative financial instruments for trading or speculative purposes.

PREOPENING COSTS

Costs associated with the opening of new retail stores are expensed in the period incurred.

ADVERTISING COSTS

Media and production costs for print advertising are expensed as incurred, while catalog costs are expensed upon mailing. Media and production costs associated with television advertising are expensed when the advertising first takes place. Advertising costs, which include media, production and catalogs, totaled $68,100,000, $65,400,000 and $57,300,000 in 2001, 2000 and 1999.

INCOME TAXES

Income taxes are accounted for by using the asset and liability method, which recognizes deferred tax assets and liabilities by applying statutory tax rates in effect in the years in which the differences are expected to reverse to differences between the book and tax bases of existing assets and liabilities. The Company, its domestic subsidiaries and its foreign branches of U.S. corporations file a consolidated Federal income tax return.

FOREIGN CURRENCY

The functional currency of the Company's foreign subsidiaries is the applicable local currency. Assets and

liabilities are translated into U.S. dollars using the current exchange rates in effect at the balance sheet date, while revenues and expenses are translated at the average exchange rates during the period. The resulting translation adjustments are recorded as a component of other comprehensive earnings within stockholders' equity. Gains and losses resulting from foreign currency transactions have not been significant and are included in other expense (income), net.

REVENUE RECOGNITION

Sales are recognized at the "point of sale," which occurs when merchandise is sold in an "over-the-counter" transaction or upon receipt by a customer. Sales are reported net of returns. Shipping and handling fees billed to customers are included in net sales and the related costs are included in cost of sales. Revenues for gift card and certificate sales and store credits are recognized upon redemption. The Company maintains a reserve for potential product returns and it records, as a reduction to sales, its provision for estimated product returns, which is determined based on historical experience. In 2001, 2000 and 1999, the largest portion of the Company's sales was denominated in U.S. dollars.

In December 1999, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements" ("SAB 101"), which provides guidance in applying generally accepted accounting principles with respect to revenue recognition. The Company adopted SAB 101 in the fourth quarter of 2000 and its application, retroactive to the beginning of 2000, had no significant impact on its financial position, earnings or cash flows.

In July 2000, the Emerging Issues Task Force ("EITF") reached a consensus on Issue 00-10, "Accounting for Shipping and Handling Fees and Costs" and determined that all fees billed related to shipping and handling should be classified as revenue. Subsequently, the EITF determined that the classification of shipping and handling costs is an accounting policy decision that should be disclosed. During 2000 and 1999, the Company reclassified from selling, general and administrative expenses $10,217,000 and $9,833,000 of shipping and handling fees to net sales and $46,062,000 and $41,998,000 of handling costs to cost of sales.

STOCK-BASED COMPENSATION

Employee stock options are accounted for under the intrinsic value method, which measures compensation cost as the excess, if any, of the quoted market price of the stock at grant date over the amount an employee must pay to acquire the stock. The Company makes pro forma disclosures of net earnings and earnings per share as if the fair-value-based method of accounting had been applied as required by SFAS No. 123, "Accounting for Stock-Based Compensation."

EARNINGS PER SHARE

Basic earnings per share is computed as net earnings divided by the weighted average number of common shares outstanding for the period. Diluted earnings per share includes the dilutive effect of the assumed exercise of stock options.

STOCK SPLITS

On May 18, 2000 and May 20, 1999, the Board of Directors declared a two-for-one split of the Company's Common Stock, effected in the form of a share distribution (stock dividend) paid on July 20, 2000 and July 21, 1999 to stockholders of record on June 20, 2000 and June 23, 1999. Shares, per share and stock option data have been retroactively adjusted to reflect the splits.

RECLASSIFICATIONS

Certain reclassifications were made to prior years' consolidated financial statement amounts and related note disclosures to conform with the current year's presentation.

NEW ACCOUNTING STANDARDS

In July 2001, the Financial Accounting Standards Board ("FASB") issued SFAS No. 141, "Accounting for Business Combinations" and SFAS No. 142, "Accounting for Goodwill and Other Intangible Assets." SFAS No. 141 requires that all business combinations initiated after June 30, 2001 be accounted for using the purchase

method of accounting. SFAS No. 142 requires that goodwill and certain other intangible assets no longer be amortized to earnings. In addition, the Company will be required to review goodwill and certain other intangible assets annually for potential impairment. On February 1, 2002, the Company adopted these standards and their application is not expected to have a significant impact on the Company's financial position, earnings or cash flows.

In September 2001, the FASB issued SFAS No. 143, "Accounting for Asset Retirement Obligations," which addresses the accounting and financial reporting for legal obligations associated with the retirement of tangible long-lived assets and the associated retirement costs. The provisions of SFAS No. 143 will be effective for the Company's financial statements for the fiscal year beginning February 1, 2003. The Company does not expect the adoption of this standard to have a significant impact on its financial position, earnings or cash flows.

In October 2001, the FASB issued SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," which addresses the accounting for impairment or disposal of long-lived assets and discontinued operations. On February 1, 2002, the Company adopted this standard and its application had no significant impact on its financial position, earnings or cash flows.

C. ACQUISITIONS AND DISPOSITIONS

In January 2001, wholesale sales of fragrance products were discontinued in the U.S. and in most international markets; in July 2000, wholesale sales of jewelry and non-jewelry items were discontinued in Europe; and in January 2000, wholesale sales of jewelry and non-jewelry items were discontinued in the U.S. In connection with these decisions, the Company established product return reserves, which had the cumulative effect of reducing gross profit by $9,364,000, and recorded a charge of $3,146,000 to selling, general and administrative expenses, primarily relating to the write-off of unrecoverable store fixtures maintained by such customers. As of January 31, 2002, all costs relating to these discontinued operations had been incurred and there was no product return reserve remaining.

In March 1999, the Company acquired the business of a TIFFANY & CO. retail boutique previously operated by Mitsukoshi, Ltd. ("Mitsukoshi"), a leading Japanese department store group, for $7,031,000. The acquisition was accounted for under the purchase method and, accordingly, the assets and liabilities have been recorded at their estimated fair values at the date of acquisition. The excess of the purchase price over the estimated fair values of the net assets acquired has been recorded as goodwill.

D. INVESTMENTS

In May 2001, the Company made an equity investment in Little Switzerland, Inc. ("Little Switzerland"), a publicly-traded company headquartered in the U.S. Virgin Islands. The Company purchased 7,410,000 newly issued unregistered shares of Little Switzerland's common stock, representing approximately 45% of Little Switzerland's outstanding shares, at a cost of $9,546,000. The Company has provided a $2,500,000 loan bearing an interest rate of 3% per annum above LIBOR. Interest is receivable semi-annually on July 31 and January 31 of each calendar year with principal and unpaid interest due on or before April 30, 2006. The Company's investment in Little Switzerland is being accounted for under the equity method based upon its ownership interest and significant influence, including representation on Little Switzerland's Board of Directors. The Company's share of Little Switzerland's results from operations has been included in other expense (income), net and amounted to a loss of $2,483,000 in 2001. On January 31, 2002, the Company's investment had an aggregate fair market value of $14,301,000, based upon the market price of Little Switzerland's common stock on that date.

In February 2000, the Company acquired an approximate 5.4% equity interest in Della.com, Inc. ("Della"), a provider of online wedding gift registry services. Immediately thereafter, the Company entered into a Gift Registry Service Agreement and, as a result, the Company offers its products through Della's site and Della developed an online wedding gift registry for the Company. In April 2000, Della merged with and into WeddingChannel.com with the consequence that the Company's equity interest in Della was converted to an approximate 2.7% interest in WeddingChannel.com, assuming the conversion of all outstanding

preferred shares to common. The Company is accounting for this investment in accordance with the cost method as provided in Accounting Principles Board Opinion No. 18, as amended. In 2001, the Company recorded in other expense (income), net a pretax impairment charge of $7,800,000 representing the Company's total investment.

In July 1999, the Company made a strategic investment in Aber Diamond Corporation ("Aber"), previously known as Aber Resources Ltd., a publicly-traded company headquartered in Canada, by purchasing 8 million unregistered shares of its common stock, which represents

approximately 14.7% of Aber's outstanding shares, at a cost of $70,636,000. Aber holds a 40% interest in the Diavik Diamonds Project in Canada's Northwest Territories, an operation being developed to mine gem-quality diamonds. Production is expected to commence in the first half of 2003. On January 31, 2002 and 2001, the Company's investment had aggregate fair market values of $121,440,000 and $69,500,000, based upon the market price of Aber's common stock on those dates. This investment is included in other assets, net and was allocated at the time of investment between the Company's interest in the net book value of Aber and the mineral rights obtained. At January 31, 2002 and 2001, the Company's investment in Aber was $33,088,000 and $20,203,000 and the mineral rights was $41,243,000 and $49,190,000. The amount allocated to the Company's interest in the net book value of Aber is being accounted for under the equity method based upon the Company's significant influence, including representation on Aber's Board of Directors. In February 2001, Aber announced the completion of the sale of its interest in the Snap Lake Project to De Beers Canada Mining, Inc. for $114,000,000. As a result of this sale, the Company recorded in other expense (income), net a pretax gain of $5,257,000, net of mineral rights costs related to the Snap Lake Project. The Company's share of Aber's results from operations (excluding the gain on the sale of its interest in the Snap Lake Project) has been included in other expense (income), net and amounted to losses of $125,000, $1,243,000 and $193,000 in 2001, 2000 and 1999. Depletion of the mineral rights will be recorded as a charge to cost of sales based on the projected units of production method and will commence once production has started. In addition, the Company has formed a joint venture with Aber and has entered into a diamond purchase agreement whereby the Company has the obligation to purchase from the joint venture, subject to the Company's quality standards, a minimum of $50,000,000 of diamonds per year for 10 years. It is expected that this commercial relationship will enable the Company to secure a considerable portion of its future diamond needs.

E. SUPPLEMENTAL CASH FLOW INFORMATION

Cash paid during the year for:

	Years Ended January 31,		
(in thousands)	2002	2001	2000
Interest	$ 19,525	$ 15,487	$ 14,052
Income taxes	$112,158	$121,019	$ 67,451

Details of businesses acquired in purchase transactions:

	Years Ended January 31,		
(in thousands)	2002	2001	2000
Fair value of assets acquired	$ --	$ --	$ 7,048
Less: liabilities assumed	--	--	(17)

Net cash paid for acquisitions	$ --	$ --	$ 7,031

Supplemental noncash investing and financing activities:

	Years Ended January 31,		
(in thousands)	2002	2001	2000
Issuance of Common Stock under the Employee Profit Sharing and Retirement Savings Plan	$ 2,800	$ 3,300	$ 1,600
Capital Lease	$ --	$ 40,747	$ --

F. INVENTORIES

	January 31,	
(in thousands)	2002	2001
Finished goods	$ 528,671	$ 510,888
Raw materials	67,779	87,207
Work-in-process	18,722	56,636
	615,172	654,731
Reserves	(3,519)	(3,014)
	$ 611,653	$ 651,717

LIFO-based inventories at January 31, 2002 and 2001 were $481,716,000 and $531,936,000 with the current cost exceeding the LIFO inventory value by $18,971,000 and $15,942,000. The LIFO valuation method had the effect of decreasing earnings per diluted share by $0.01 for the years ended January 31, 2002 and 2001, and had the effect of increasing earnings per diluted share by $0.01 for the year ended January 31, 2000.

G. PROPERTY, PLANT AND EQUIPMENT

In January 2001, the Company notified the lessor of its New Jersey customer service/distribution center and office facility that it exercised its purchase right included in the lease. The capital lease buyout was completed on January 31, 2002.

	January 31,	
(in thousands)	2002	2001
Land	$ 55,498	$ 38,998
Buildings	119,316	63,457
Leasehold improvements	255,233	216,086
Capital lease	--	42,034
Construction-in-progress	55,727	33,747
Office equipment	229,565	186,757
Machinery and equipment	49,398	34,744

	764,737	615,823
Accumulated depreciation and amortization	(239,152)	(192,579)
	$ 525,585	$ 423,244

The provision for depreciation and amortization for the years ended January 31, 2002, 2001 and 2000 was $65,997,000, $47,448,000 and $41,161,000. The growth in depreciation and amortization for the year ended January 31, 2002 was primarily due to capital asset additions, as well as accelerated depreciation as a result of the shortening of useful lives related to renovations and/or expansions of retail stores and office facilities. The amount of accelerated depreciation recognized was $6,516,000 for the year ended January 31, 2002.

H. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	January 31,	
(in thousands)	2002	2001
Accounts payable - trade	$ 56,291	$ 73,365
Accrued compensation and commissions	39,144	41,947
Accrued sales and withholding taxes	12,871	13,212
Other	53,476	61,007
	$161,782	$189,531

I. EARNINGS PER SHARE

The following table summarizes the reconciliation of the numerators and denominators for the basic and diluted earnings per share ("EPS") computations:

	Years Ended January 31,		
(in thousands)	2002	2001	2000
Net earnings for basic and diluted EPS	$173,587	$190,584	$145,679
Weighted average shares for basic EPS	145,535	145,493	142,968
Incremental shares based upon the assumed exercise of stock options	4,982	6,323	6,698
Weighted average shares for diluted EPS	150,517	151,816	149,666

For the years ended January 31, 2002, 2001 and 2000, there were 3,220,000, 1,683,000 and 36,000 stock options excluded from the computations of earnings per diluted share due to their antidilutive effect.

J. DEBT

	January 31,	
(in thousands)	2002	2001
Short-term borrowings:		
Credit facility	$ 36,913	$ 28,108

Other lines of credit	3,489	670
	40,402	28,778
Current portion of long-term debt:		
7.52% Senior Notes	51,500	--
Long-term debt:		
Variable-rate yen loan	41,415	47,487
6.90% Series A Senior Notes	60,000	60,000
7.05% Series B Senior Notes	40,000	40,000
4.50% yen loan	37,650	43,170
7.52% Senior Notes	--	51,500
	179,065	242,157
	$270,967	$270,935

In November 2001, the Company's $160,000,000 multicurrency revolving credit facility ("Credit Facility") was amended to increase the amount to $200,000,000 and the number of participating banks from five to six. The Credit Facility entitles the Company to borrow $38,750,000 on a pro-rata basis from each of three banks,

$25,000,000 from one bank, $15,000,000 from another bank and $43,750,000 from an agent bank. All borrowings are at interest rates based on a prime rate or a reserve-adjusted LIBOR and are affected by local borrowing conditions. The Credit Facility expires on November 5, 2006. The Credit Facility requires the payment of an annual fee based on the total amount of available credit and contains covenants that require maintenance of certain debt/equity and interest coverage ratios, in addition to other requirements customary to loan facilities of this nature. At January 31, 2002 and 2001, the amounts outstanding under the Credit Facility were $36,913,000 and $28,108,000 with interest rates ranging from 0.22% to 9.70% and 0.26% to 7.80%. The weighted average interest rates for the Credit Facility were 3.57% and 4.55% for the years ended January 31, 2002 and 2001.

The Company also has other lines of credit totalling $5,474,000. At January 31, 2002 and 2001, amounts outstanding under these lines of credit were $3,489,000 and $670,000.

In October 1999, the Company entered into a yen 5,500,000,000, five-year loan agreement due 2004, bearing interest at a variable rate. The interest rate at January 31, 2002 was 0.59% and is based upon the six-month Japanese LIBOR plus 50 basis points and is reset every six months ("floating rate"). The proceeds from this loan were used to reduce short-term indebtedness in Japan. Concurrently, the Company entered into a yen 5,500,000,000, five-year interest-rate swap agreement whereby the Company pays a fixed rate of interest of 1.815% and receives the floating rate on the yen 5,500,000,000 loan. The interest-rate swap agreement had the effect of increasing interest expense by $508,000, $538,000 and $156,000 for the years ended January 31, 2002, 2001 and 2000.

In December 1998, the Company, in private transactions with various institutional lenders, issued, at par, $60,000,000 principal amount 6.90% Series A Senior Notes Due 2008 and $40,000,000 principal amount 7.05% Series B Senior Notes Due 2010. The proceeds of these issuances were used by the Company for working capital and to refinance a portion of outstanding short-term indebtedness under the Company's revolving credit facility. The Note Purchase Agreements require lump sum repayment upon maturity, maintenance of specific financial covenants and ratios and limit certain payments, investments and indebtedness, in addition to other requirements customary in such circumstances.

The Company has a yen 5,000,000,000, 15-year term loan agreement due 2011, bearing interest at a rate of 4.50%.

The Company has issued, at par, $51,500,000 of 7.52% Senior Notes Due January 31, 2003 and, accordingly, is classified as a current liability at January 31, 2002. The Note Purchase Agreements require lump sum repayment upon maturity, maintenance of specific financial covenants and ratios and limit certain

payments, investments and indebtedness, in addition to other requirements customary in such circumstances.

The Company had letters of credit and financial guarantees of $12,314,000 at January 31, 2002.

The fair value of the 7.52% Senior Notes at January 31, 2002 and 2001 was $53,147,000 and $52,751,000. The fair value of the 6.90% Series A Senior Notes at January 31, 2002 and 2001 was $60,420,000 and $59,349,000. The fair value of the 7.05% Series B Senior Notes at January 31, 2002 and 2001 was $40,075,000 and $39,272,000. The fair values of the Senior Notes and the Series A and Series B Senior Notes were determined using the quoted market prices of debt instruments with similar terms and maturities. The fair value of the 4.50% yen long-term debt was $45,541,000 and $50,002,000 at January 31, 2002 and 2001. The fair value of the 4.50% yen debt is based upon discounted cash flow analysis for securities with similar characteristics. The fair value of the yen variable-rate long-term debt approximates its carrying value of $41,415,000 and $47,487,000 at January 31, 2002 and 2001 due to its variable interest rate terms.

K. HEDGING INSTRUMENTS

In the normal course of business, the Company uses financial hedging instruments, including derivative financial instruments, for purposes other than trading. These instruments include interest-rate swap agreements, foreign currency-purchased put options and forward foreign-exchange contracts. The Company does not use derivative financial instruments for speculative purposes.

The Company's foreign subsidiaries and branches satisfy all of their inventory requirements by purchasing merchandise from the Company's New York subsidiary. All inventory purchases are payable in U.S. dollars. Accordingly, the foreign subsidiaries and branches have foreign-exchange risk that may be hedged. To mitigate this risk, the Company manages a foreign currency hedging program intended to reduce the Company's risk in foreign currency-denominated (primarily yen) transactions.

To minimize the potentially negative impact of a significant strengthening of the U.S. dollar against the yen, the Company purchases yen put options ("options") and enters into forward foreign-exchange contracts that are designated as hedges of forecasted purchases of merchandise and to settle liabilities in foreign currencies. The Company accounts for its option contracts as cash flow hedges. Effective November 1, 2001, the Company assesses hedge effectiveness based on the total changes in the option's cash flows. The effective portion of unrealized gains and losses associated with the value of the option contracts is deferred as a component of accumulated other comprehensive (loss) gain and is recognized as a component of cost of sales on the Company's consolidated statement of earnings when the related inventory is sold. Prior to November 1, 2001, the Company excluded time value from the assessment of effectiveness, which amounted to pretax hedging losses of $375,000, recorded in cost of sales. There was no ineffectiveness related to the Company's option contracts in 2001. The fair value of the options was $8,562,000 and $5,411,000 at January 31, 2002 and 2001. The fair value of the options was determined using quoted market prices for these instruments.

At January 31, 2002 and 2001, the Company also had $16,306,000 and $18,003,000 of outstanding forward foreign-exchange yen contracts, which subsequently matured on February 26, 2002 and February 26, 2001, to support the settlement of merchandise liabilities for the Company's business in Japan. Due to the short-term nature of the Company's forward foreign-exchange contracts, the book value of the underlying assets and liabilities approximates fair value.

The Company utilizes an interest-rate swap agreement to effectively convert its floating-rate obligation to a fixed-rate obligation. The Company accounts for its interest-rate swap as a cash flow hedge. There was no ineffectiveness related to the Company's interest-rate swap in 2001. The fair value of the interest-rate swap agreement was $1,298,000 and $1,204,000 at January 31, 2002 and 2001 and was based upon the amounts the Company would expect to pay to terminate the agreement.

Hedging activity affected accumulated other comprehensive (loss) gain, net of income taxes, as follows:

(in thousands)	Year Ended January 31, 2002
Balance at beginning of period	$ --
Impact of adoption	3,773
Derivative gains transferred to earnings	(4,672)
Change in fair value	7,414
	$ 6,515

The Company expects $7,299,000 of derivative gains included in accumulated other comprehensive income to be reclassified into earnings within the next 12 months. This amount may vary due to fluctuations in the yen exchange rate. The maximum term over which the Company is hedging its exposure to the variability of future cash flows (for all forecasted transactions, excluding interest payments on variable-rate debt) is 12 months.

L. COMMITMENTS AND CONTINGENCIES

The Company leases certain office, distribution, retail and manufacturing facilities. Retail store leases may require the payment of minimum rentals and contingent rent based upon a percentage of sales exceeding a stipulated amount. The lease agreements, which expire at various dates through 2032, are subject, in many cases, to renewal options and provide for the payment of taxes, insurance and maintenance. Certain leases contain escalation clauses resulting from the pass-through of increases in operating costs, property taxes and the effect on costs from changes in consumer price indices.

In January 2001, the Company notified the lessor of its New Jersey customer service/distribution center and office facility that it exercised its purchase right included in the lease. The capital lease buyout was completed on January 31, 2002.

Rent-free periods and other incentives granted under certain leases and scheduled rent increases are charged to rent expense on a straight-line basis over the related terms of such leases. Rent expense for the Company's operating leases, including escalations, consisted of the following:

	Years Ended January 31,		
(in thousands)	2002	2001	2000
Minimum rent for retail stores and boutiques	$32,044	$29,277	$27,114
Contingent rent based on sales	15,668	17,469	13,195
Office, distribution and manufacturing facilities rent	10,809	11,737	16,482
	$58,521	$58,483	$56,791

Aggregate minimum annual rental payments under noncancelable operating leases are as follows:

Years Ending January 31,	Minimum Annual Rental Payments (in thousands)

2003	$ 51,771
2004	47,804
2005	42,294
2006	38,113
2007	34,190
Thereafter	218,275

At January 31, 2002, the Company's contractual cash obligations and commercial commitments were: inventory purchases of $97,370,000 excluding the obligation under the joint venture agreement with Aber (see Note D), construction-in-progress of $33,562,000 and other contractual obligations of $2,700,000.

In August 2001, the Company signed new agreements with Mitsukoshi whereby TIFFANY & CO. boutiques will continue to operate within Mitsukoshi's stores in Japan until at least January 31, 2007. Existing agreements were scheduled to expire in 2001. The new agreements largely continue the principles on which Mitsukoshi and the Company have been cooperating since 1993, when the relationship was last renegotiated. The main agreement, which will expire on January 31, 2007, covers the continued operation of 24 TIFFANY & CO. boutiques. A separate set of agreements covers the operation of a freestanding TIFFANY & CO. store on Tokyo's Ginza. Under the new agreements, the Company is not restricted from further expansion of its Tokyo operations. In addition, the Company will pay to Mitsukoshi a reduced percentage fee based on certain sales beginning in 2002, followed by a greater reduction in fees beginning in 2003. The Company also operates boutiques in other Japanese department stores. The Company pays the department stores a percentage fee based on sales generated in these locations. Fees paid to Mitsukoshi and other Japanese department stores totaled $93,971,000, $102,204,000 and $91,824,000 in 2001, 2000 and 1999.

The Company is, from time to time, involved in routine litigation incidental to the conduct of its business including proceedings to protect its trademark rights, litigation instituted by persons injured upon premises within the Company's control, litigation with present and former employees and litigation claiming infringement of the copyrights and patents of others. Management believes that such pending litigation will not have a significant impact on the Company's financial position, earnings or cash flows.

M. RELATED PARTIES

A member of the Company's Board of Directors, who joined in July 2001, is an officer of a technology and information services company which has had a long-standing business relationship with the Company. Fees paid to that company for services performed amounted to $4,700,000, $3,100,000 and $2,100,000 in 2001, 2000 and 1999.

A member of the Company's Board of Directors is an officer of a financial services company which is serving as a placement agent for a new debt instrument in an amount of up to $100,000,000.

An officer of the Company is a member of the Board of Directors of a financial services company that serves as the Company's lead bank for its Credit Facility and serves as the plan administrator for the Company's pension plan.

N. STOCKHOLDERS' EQUITY

AUTHORIZED STOCK

In May 2000, the stockholders approved an amendment to the Company's Restated Certificate of Incorporation to increase the number of common shares authorized from 120,000,000 to 240,000,000 shares.

In July 1999, the Company issued 2,900,000 shares of its Common Stock at a price of $24.69 per share, resulting in net proceeds of $71,426,000. The net proceeds from the issuance were added to the Company's working capital and used to support ongoing business expansion.

STOCK REPURCHASE PROGRAM

In September 2000, the Board of Directors extended the Company's original stock repurchase program until November 2003. The program was initially authorized in

November 1997 for the repurchase of up to $100,000,000 of the Company's Common Stock in the open market over a three-year period. That authorization was superceded in September 2000 by a further authorization of repurchases of up to $100,000,000 of the Company's Common Stock in the open market. The timing and actual number of shares repurchased depend on a variety of factors such as price and other market conditions. The Company repurchased and retired 1,628,000 shares of Common Stock in 2001 at an aggregate cost of $39,265,000, or an average cost of $24.12 per share; repurchased and retired 465,000 shares of Common Stock in 2000 at an aggregate cost of $13,319,000, or an average cost of $28.64 per share. No repurchases were made in 1999.

PREFERRED STOCK

The Board of Directors is authorized to issue, without further action by the stockholders, shares of Preferred Stock and to fix and alter the rights related to such stock. In March 1987, the stockholders authorized 2,000,000 shares of Preferred Stock, par value $0.01 per share. In November 1988, the Board of Directors designated certain shares of such Preferred Stock as Series A Junior Participating Cumulative Preferred Stock, par value $0.01 per share, to be issued in connection with the exercise of certain stock purchase rights under the Stockholder Rights Plan. At January 31, 2002 and 2001, there were no shares of Preferred Stock issued or outstanding.

STOCKHOLDER RIGHTS PLAN

In September 1998, the Board of Directors amended and restated the Company's existing Stockholder Rights Plan ("Rights Plan") to extend its expiration date from November 17, 1998 to September 17, 2008. Under the Rights Plan, as amended, each outstanding share of the Company's Common Stock has a stock purchase right, initially subject to redemption at $0.01 per right, which right first becomes exercisable should certain takeover-related events occur. Following certain such events, but before any person has acquired beneficial ownership of 15% of the Company's common shares, each right may be used to purchase 0.0025 of a share of Series A Junior Participating Cumulative Preferred Stock at an exercise price of $165.00 (subject to adjustment); after such an acquisition, each right becomes nonredeemable and may be used to purchase, for the exercise price, common shares having a market value equal to two times the exercise price. If, after such an acquisition, a merger of the Company occurs (or 50% of the Company's assets are sold), each right may be exercised to purchase, for the exercise price, common shares of the acquiring corporation having a market value equal to two times the exercise price. Rights held by such a 15% owner may not be exercised.

CASH DIVIDENDS

The Board of Directors declared an increase of 33% in the quarterly dividend rate on common shares in both May 2000 and May 1999, increasing the quarterly rate to $0.04 and $0.03 per share. On February 20, 2002, the Board of Directors declared a quarterly dividend of $0.04 per common share. This dividend will be paid on April 10, 2002 to stockholders of record on March 20, 2002.

O. STOCK COMPENSATION PLANS

In May 1998, the stockholders approved both the Company's 1998 Employee Incentive Plan and the Directors Option Plan. No award may be made under either plan after March 19, 2008. Under the Employee Incentive Plan, the maximum number of shares of Common Stock subject to award is 10,365,000 (subject to adjustment); awards may be made to employees of the Company or its related companies in the form of stock options, stock appreciation rights, shares of stock and cash; awards made in the form

of non-qualified stock options, tax-qualified incentive stock options or stock appreciation rights may have a maximum term of 10 years from the date of grant (vesting in increments of 25% per year over a four-year period on the yearly anniversary date of the grant) and may not be granted for an exercise price below fair market value. With the adoption of the Employee Incentive Plan, no further stock options may be granted under the Company's 1986 Stock Option Plan; however, 4,324,094 shares remain subject to issuance based on prior grants made under such plan. Under the Directors Option Plan, the maximum number of shares of Common Stock subject to award is 1,000,000 (subject to adjustment); awards may be made to non-employee directors of the Company in the form of stock

options or shares of stock but may not exceed 20,000 (subject to adjustment) shares per non-employee director in any fiscal year; awards made in the form of stock options may have a maximum term of 10 years from the date of grant (vesting in increments of 50% per year over a two-year period on the yearly anniversary date of the grant) and may not be granted for an exercise price below fair market value unless the director has agreed to forego all or a portion of his or her annual cash retainer or other fees for service as a director in exchange for below market exercise price options. No further options may be granted under the 1988 Directors Option Plan, which has expired; all options awarded under the 1988 Plan were granted at 50% below the market value at the date of grant. The Company recognized compensation expense relating to options granted at below market value based on the difference between the option price and the fair market value at the date of grant.

A summary of activity for the Company's stock option plans is presented below:

	Number of Shares	Weighted Average Exercise Price
Outstanding, January 31, 1999	12,561,588	$ 8.66
Granted	1,899,400	39.54
Exercised	(3,006,564)	5.45
Forfeited	(168,800)	12.06
Outstanding, January 31, 2000	11,285,624	14.66
Granted	1,581,300	33.06
Exercised	(1,307,545)	8.21
Forfeited	(228,850)	20.71
Outstanding, January 31, 2001	11,330,529	17.85
Granted	2,067,250	33.80
Exercised	(642,870)	9.58
Forfeited	(246,949)	28.65
OUTSTANDING, JANUARY 31, 2002	12,507,960	$20.70

Options exercisable at January 31, 2002, 2001 and 2000 were 7,805,486, 6,438,929 and 5,675,874.

The Company accounts for stock-based compensation using the intrinsic value method. Accordingly, compensation expense has not been recognized for stock options granted at or above fair value. Had compensation expense been determined and recorded based upon fair value at grant date, net earnings and earnings per share would have been reduced to pro forma amounts as follows:

	Years Ended January 31,		
(in thousands, except per share amounts)	2002	2001	2000
Net earnings:			
As reported	$ 173,587	$ 190,584	$ 145,679
Pro forma	162,874	181,473	139,976
Earnings per basic share:			
As reported	1.19	1.31	1.02
Pro forma	1.12	1.25	0.98
Earnings per diluted share:			
As reported	1.15	1.26	0.97
Pro forma	1.08	1.20	0.94

The weighted-average fair values of options granted for the years ended January 31, 2002, 2001 and 2000 were $12.33, $12.14 and $15.10. The fair value of each option grant is estimated at the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions:

	Years Ended January 31,		
	2002	2001	2000
Dividend yield	0.7%	0.7%	0.7%
Expected volatility	36.5%	35.0%	33.0%
Risk-free interest rate	4.3%	4.9%	6.7%
Expected life (years)	5	5	5

The following tables summarize information concerning options outstanding and exercisable at January 31, 2002:

	Options Outstanding		
Range of Exercise Prices	Number Outstanding	Weighted Average Remaining Contractual Life (years)	Weighted Average Exercise Price
$ 0.97-$ 6.88	2,424,612	4.28	$ 4.97
$ 8.50-$ 9.48	2,084,460	6.60	9.46
$10.14-$12.20	332,550	6.54	11.33
$14.98-$14.98	2,399,900	6.97	14.98
$17.59-$34.02	3,504,138	9.43	32.68
$34.92-$42.08	1,762,300	8.06	41.38
	12,507,960	7.22	$20.70

	Options Exercisable	
Range of Exercise Prices	Number Exercisable	Weighted Average Exercise Price
$ 0.97-$ 6.88	2,424,612	$ 4.97
$ 8.50-$ 9.48	2,074,960	9.46
$10.14-$12.20	274,050	11.26
$14.98-$14.98	1,781,950	14.98
$17.59-$34.02	419,475	30.71
$34.92-$42.08	830,439	41.78
	7,805,486	$13.97

P. EMPLOYEE BENEFIT PLANS

PENSIONS AND OTHER POSTRETIREMENT BENEFITS

The Company maintains a noncontributory defined benefit pension plan ("Plan") covering substantially all domestic salaried and full-time hourly employees. The Company accounts for pension expense using the projected unit credit actuarial method for financial reporting purposes. Plan benefits are based on the highest five consecutive years of compensation or as a percentage of actual

compensation, as applicable in the circumstances, and the number of years of service. The actuarial present value of the vested benefit obligation is calculated based on the expected date of separation or retirement of the Company's eligible employees. The Company funds the Plan's trust in accordance with regulatory limits to provide for current service and for unfunded projected benefit obligation over a reasonable period. Assets of the Plan consist primarily of equity mutual funds, common stocks and U.S. Government, corporate and mortgage obligations. The Plan's assets also include investments in the Company's Common Stock representing 11% and 10% of Plan assets at January 31, 2002 and 2001.

The Company provides certain health care and life insurance benefits for retired employees and accrues the cost of providing these benefits throughout the employees' active service periods until they attain full eligibility for those benefits. Substantially all of the Company's U.S. employees may become eligible for these benefits if they reach normal or early retirement age while working for the Company. The Company's employee and retiree health care benefits are administered by an insurance company and premiums on life insurance are based on prior years' claims experience.

The following tables provide a reconciliation of benefit obligations, plan assets and funded status of the plans:

	Pension Benefits		Other Postretirement Benefits	
(in thousands, except percentages)	2002	2001	2002	2001
CHANGE IN BENEFIT OBLIGATION:				
Benefit obligation at beginning of year	$ 89,819	$ 76,339	$ 25,794	$ 22,306
Service cost	6,040	4,632	2,769	2,129
Interest cost	6,297	5,487	2,064	1,642
Participants' contributions	--	--	33	33
Amendment	1,132	--	--	--
Actuarial loss	6,037	6,203	9,093	618
Benefits paid	(2,952)	(2,842)	(966)	(934)
Benefit obligation at end of year	$ 106,373	$ 89,819	$ 38,787	$ 25,794
CHANGE IN PLAN ASSETS:				
Fair value of plan assets at beginning of year	$ 79,281	$ 85,882	$ --	$ --
Actual return on plan assets	(3,462)	(3,759)	--	--
Employer contribution	--	--	933	901
Participants' contributions	--	--	33	33
Benefits paid	(2,952)	(2,842)	(966)	(934)
Fair value of plan assets at end of year	$ 72,867	$ 79,281	$ --	$ --
Funded status	$ (33,506)	$ (10,538)	$ (38,787)	$ (25,794)
Unrecognized net actuarial loss (gain)	7,867	(7,440)	8,337	(727)
Unrecognized prior service cost	--	10	--	275
Unrecognized transition obligation	1,132	31	281	--
Accrued benefit cost	$ (24,507)	$ (17,937)	$ (30,169)	$ (26,246)
Weighted-average assumptions at end of year:				
Discount rate	6.75%	7.00%	6.75%	7.00%
Expected return on plan assets	9.00%	9.00%	--	--
Rate of increase in compensation	4.00%	4.25%	--	--

Net periodic pension and other postretirement benefit expense included the following components:

	Years Ended January 31,					
	Pension Benefits			Other Postretirement Benefits		
(in thousands)	2002	2001	2000	2002	2001	2000
Service cost-benefits earned during period	$ 6,040	$ 4,632	$ 4,503	$ 2,769	$ 2,129	$ 1,626
Interest cost on accumulated benefit obligation	6,297	5,487	4,444	2,064	1,642	1,030
Return on plan assets	(5,808)	(5,166)	(4,373)	--	--	--
Net amortization and deferrals	41	241	971	(23)	(5)	(230)

Net expense	$ 6,570	$ 5,194	$ 5,545	$ 4,810	$ 3,766	$ 2,426

For postretirement benefit measurement purposes, 11.50% (for pre-age 65 retirees) and 12.50% (for post-age 65 retirees) annual rates of increase in the per capita cost of covered health care were assumed for 2001. The rate was assumed to decrease gradually to 5.00% for both groups by 2017 and remain at that level thereafter.

Assumed health-care-cost trend rates have a significant effect on the amounts reported for the Company's postretirement health care benefits plan. A one percentage point change in the assumed health-care-cost trend rate would increase the Company's accumulated postretirement benefit obligation by $6,487,000 and the aggregate service and interest cost components of net periodic postretirement benefits by $1,005,000 for the year ended January 31, 2002. Decreasing the health-care-cost trend rate by one percentage point would decrease the Company's accumulated postretirement benefit obligation by $5,225,000 and the aggregate service and interest cost components of net periodic postretirement benefits by $789,000 for the year ended January 31, 2002.

OTHER RETIREMENT PLANS

The Company has deferred compensation arrangements for certain executives which generally provide for payments upon retirement, death or termination of employment. The amounts accrued under these plans were $18,163,000 and $16,017,000 at January 31, 2002 and 2001, and are reflected in other long-term liabilities. The Company funds a portion of these obligations through the establishment of trust accounts on behalf of the executives participating in the plans. The trust accounts are reflected in other assets, net.

PROFIT SHARING AND RETIREMENT SAVINGS PLAN

The Company also maintains an Employee Profit Sharing and Retirement Savings Plan ("EPSRS Plan") that covers substantially all U.S.-based employees. Under the profit sharing portion of the EPSRS Plan, the Company makes contributions, in the form of newly issued Company Common Stock, to the employees' accounts based upon the achievement of certain targeted earnings objectives established by, or as otherwise determined by, the Board of Directors. The Company recorded charges in 2001, 2000 and 1999 of $1,000,000, $2,800,000 and $3,300,000. Under the retirement savings portion of the EPSRS Plan, employees who meet certain eligibility requirements may participate by contributing up to 15% of their annual compensation and the Company provides a 50% matching cash contribution up to 6% of each participant's total compensation. The Company recorded charges of $4,054,000, $3,635,000 and $2,983,000 in 2001, 2000 and 1999. Contributions to both portions of the EPSRS Plan are made in the following year.

Under the profit sharing portion of the EPSRS Plan, the Company's stock contribution is required to be maintained in such stock until the employee either leaves or retires from the Company. Under the retirement savings portion of the EPSRS Plan, the employees have the ability to elect to invest their contribution and the matching contribution in company stock. At January 31, 2002, investments in company stock in the profit sharing portion and in the retirement savings portion represented 28% and 23% of total EPSRS Plan assets.

Q. INCOME TAXES

Earnings before income taxes consisted of the following:

	Years Ended January 31,		
(in thousands)	2002	2001	2000
United States	$204,955	$245,665	$177,011
Foreign	84,357	71,976	71,047
	$289,312	$317,641	$248,058

Components of the provision for income taxes were as follows:

(in thousands)	Years Ended January 31, 2002	2001	2000
Current:			
Federal	$ 72,943	$ 80,530	$ 58,908
State	21,091	21,309	20,406
Foreign	28,328	25,988	30,900
	122,362	127,827	110,214
Deferred:			
Federal	(5,166)	476	(4,932)
State	(2,429)	(1,222)	(2,261)
Foreign	958	(24)	(642)
	(6,637)	(770)	(7,835)
	$ 115,725	$ 127,057	$ 102,379

Deferred tax assets (liabilities) consisted of the following:

(in thousands)	January 31, 2002	2001
Postretirement/employment benefits	$ 13,835	$ 12,080
Inventory reserves	24,939	13,657
Accrued expenses	11,066	11,267
Financial hedging instruments	(602)	1,173
Depreciation	4,288	1,187
Pension contribution	6,478	7,231
Undistributed earnings of foreign subsidiaries	(19,719)	(15,144)
Other	5,445	3,900
	$ 45,730	$ 35,351

The income tax effects of items comprising the deferred income tax benefit were as follows:

(in thousands)	Years Ended January 31, 2002	2001	2000
Postretirement/employment benefit obligations	$(1,730)	$(1,360)	$ (739)
Undistributed earnings of foreign subsidiaries	4,575	5,074	3,754
Accelerated depreciation	(2,461)	(1,129)	(485)
Inventory reserves	(930)	(1,874)	1,335

Financial hedging instruments	1,775	(553)	999
Inventory capitalization	(6,518)	(671)	(89)
Asset impairment	(2,732)	--	--
Accrued expenses	392	3,391	(7,577)
Excess pension contribution	753	(2,324)	(2,523)
Other	239	(1,324)	(2,510)
	$(6,637)	$ (770)	$(7,835)

Reconciliations of the provision for income taxes at the statutory Federal income tax rate to the Company's effective tax rate were as follows:

	Years Ended January 31,		
	2002	2001	2000
Statutory Federal income tax rate	35.0%	35.0%	35.0%
State income taxes, net of Federal benefit	4.3	4.1	4.8
Foreign losses with no tax benefit	0.3	0.6	0.7
Other	0.4	0.3	0.8
	40.0%	40.0%	41.3%

R. SEGMENT INFORMATION

The Company operates its business in three reportable segments: U.S. Retail, International Retail and Direct Marketing. The Company's reportable segments represent channels of distribution that offer similar merchandise and service and have similar marketing and distribution strategies. In deciding how to allocate resources and assess performance, the Company's Executive Officers regularly evaluate the performance of its reportable segments on the basis of net sales and earnings from operations, after the elimination of intersegment sales and transfers. The accounting policies of the reportable segments are the same as those described in the summary of significant accounting policies.

The Company's products are primarily sold in more than 100 TIFFANY & CO. stores and boutiques in key markets around the world. In Japan, the Company's largest international operation, net sales accounted for 28%, 28% and 27% of the Company's net sales in 2001, 2000 and 1999. Net sales by geographic area are presented by attributing revenues from external customers on the basis of the country in which the merchandise is sold.

Certain information relating to the Company's reportable segments is set forth below:

	Years Ended January 31,		
(in thousands)	2002	2001	2000
Net sales:			
U.S. Retail	$ 786,792	$ 833,221	$ 744,425
International Retail	659,028	679,274	589,607
Direct Marketing	160,715	155,561	137,658
	$1,606,535	$1,668,056	$1,471,690
Earnings from operations*:			
U.S. Retail	$ 199,293	$ 230,795	$ 176,827
International Retail	196,753	188,216	149,918
Direct Marketing	26,055	22,277	17,707
	$ 422,101	$ 441,288	$ 344,452

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* Represents earnings from operations before unallocated corporate expenses and interest and other expenses, net.

The Company's Executive Officers evaluate the performance of the Company's assets on a consolidated basis. Therefore, separate financial information for the Company's assets on a segment basis is not available. For the years ended January 31, 2002, 2001 and 2000, total assets were $1,629,868,000, $1,568,340,000 and $1,343,562,000.

The following table sets forth reconciliations of the reportable segments' earnings from operations to the Company's consolidated earnings before income taxes:

	Years Ended January 31,		
(in thousands)	2002	2001	2000
Earnings from operations for reportable segments	$ 422,101	$ 441,288	$ 344,452
Unallocated corporate expenses	(112,204)	(113,892)	(87,569)
Interest and other expenses, net	(20,585)	(9,755)	(8,825)
Earnings before income taxes	$ 289,312	$ 317,641	$ 248,058

Sales to unaffiliated customers and long-lived assets were as follows:

Geographic Areas

	Years Ended January 31,		
(in thousands)	2002	2001	2000
Net sales:			
United States	$ 972,178	$1,022,203	$ 914,948
Japan	448,239	463,130	403,148
Other countries	186,118	182,723	153,594
	$1,606,535	$1,668,056	$1,471,690
Long-lived assets:			
United States	$ 504,187	$ 407,412	$ 305,641
Japan	4,541	6,490	8,430
Other countries	32,684	24,246	21,757
	$ 541,412	$ 438,148	$ 335,828

Classes of Similar Products

Years Ended January 31,

(in thousands)	2002	2001	2000
Net sales:			
Jewelry	$1,276,344	$1,300,697	$1,110,964
Tableware, timepieces and other	330,191	367,359	360,726
	$1,606,535	$1,668,056	$1,471,690

S. QUARTERLY FINANCIAL DATA (UNAUDITED)

	2001 Quarter Ended			
(in thousands, except per share amounts)	April 30	July 31	October 31	January 31
Net sales	$336,401	$371,301	$333,074	$565,759
Gross profit	190,140	215,871	192,839	344,627
Earnings from operations	49,221	65,670	46,041	148,965
Net earnings	30,762	36,052	24,028	82,745
Net earnings per share:				
Basic	$ 0.21	$ 0.25	$ 0.17	$ 0.57
Diluted	$ 0.20	$ 0.24	$ 0.16	$ 0.55

	2000 Quarter Ended			
(in thousands, except per share amounts)	April 30	July 31	October 31	January 31
Net sales	$345,143	$374,448	$372,074	$576,391
Gross profit	188,709	212,454	206,365	340,886
Earnings from operations	53,395	67,077	63,052	143,872
Net earnings	30,425	39,165	36,320	84,674
Net earnings per share:				
Basic	$ 0.21	$ 0.27	$ 0.25	$ 0.58
Diluted	$ 0.20	$ 0.26	$ 0.24	$ 0.56

The sum of the quarterly net earnings per share amounts may not equal the full-year amount since the computations of the weighted average number of common-equivalent shares outstanding for each quarter and the full year are made independently.

Tiffany & Co.
Subsidiaries

Exhibit 21.1
Tiffany & Co.
Report on Form 10-K

TIFFANY & CO.
Delaware
August 16, 1984

TIFFANY AND COMPANY
New York
May 30, 1868

Domestic Subsidiaries:

- TIFFANY & CO. ICT, INC. — Delaware
- JUDEL PRODUCTS CORP. (Formerly Glassware Acquisition Inc.) — West Virginia
- TIFFANY (NJ) INC. — New Jersey

International Subsidiaries:

- SOCIETE FRANCAISE POUR LE DEVELOPPEMENT DE LA PORCELAINE D'ART — France
- TIFFANY & CO. (Unlimited Liability) — United Kingdom
- TIFFANY & CO. K.K. (Tiffany and Company 51% Mitsukoshi, Ltd. 49%) — Japan

TIFFANY & CO. INTERNATIONAL
Delaware
October 11, 1984

Domestic Subsidiaries:

- TIFFANY & CO. JAPAN INC. — Delaware

International Subsidiaries:

- TIFFANY-BRASIL LTDA. — Brazil
- TIFFANY & CO. OF NEW YORK LIMITED — Hong Kong
- SINDAT LIMITED — Hong Kong
- TIFFANY & CO. ITALIA S.p.A. (Formerly Tiffany-Faraone S.p.A.) — Italy
- TIFFANY KOREA LTD. (Formerly Tiffco Korea Ltd.) — Republic of Korea
- TIFFANY & CO. MEXICO, S.A. de C.V. — Mexico
- TIFFANY & CO. OVERSEAS FINANCE B.V. — Netherlands
- TIFFANY & CO. PTE. LTD. — Singapore
- UPTOWN ALLIANCE (M) Sdn. Bhd. — Malaysia
- TIFFANY & CO. WATCH CENTER A.G. — Switzerland-Canton Zurich

Exhibit 23.1
Tiffany & Co.
Report on Form 10-K
FY 2001

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (File No. 333-82653) and Form S-8 (File Nos. 333-43978, 333-85195, 333-85197, 333-85199, 333-85201 and 033-54847) of Tiffany & Co. and Subsidiaries of our report dated February 27, 2002 relating to the financial statements, which appears in the Annual Report to Shareholders, which is incorporated in this Annual Report on Form 10-K. We also consent to the incorporation by reference of our report dated February 27, 2002 relating to the financial statement schedule, which appears in this Form 10-K.

/s/ pricewaterhousecoopers LLP

New York, New York
April 9, 2002