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ABER DIAMOND CORP
Form SC 13D/A
December 13, 2004

OMB APPROVAL

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

SCHEDULE 13D/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2) *

Aber Diamond Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

002893105

(CUSIP Number)

Patrick B. Dorsey, Esq.
Senior Vice President, General Counsel and Secretary
Tiffany & Co.
727 Fifth Avenue
New York, New York 10022
(212) 755-8000

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

December 13, 2004

(Date of Event which Requires Filing of this Statement)

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

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

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

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of

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1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

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- (1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- Tiffany & Co. International
-
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
- (a) /__ /
(b) / X /
-
- (3) SEC USE ONLY
-
- (4) SOURCE OF FUNDS (See Instructions)
- WC
-
- (5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)
- Not applicable. /__ /
-
- (6) CITIZENSHIP OR PLACE OF ORGANIZATION
- Delaware
-
- | | | |
|---------------------|------|--------------------------|
| | (7) | SOLE VOTING POWER |
| NUMBER OF
SHARES | | None |
| BENEFICIALLY | (8) | SHARED VOTING POWER |
| OWNED BY | | None |
| EACH | (9) | SOLE DISPOSITIVE POWER |
| REPORTING | | None |
| PERSON WITH | (10) | SHARED DISPOSITIVE POWER |
| | | None |
-
- (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- None
-
- (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions)
- Not applicable. /__ /
-
- (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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None

(14) TYPE OF REPORTING PERSON
CO

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Tiffany & Co.

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

(3) SEC USE ONLY

(4) SOURCE OF FUNDS (See Instructions)
WC

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEM 2(d) OR 2(e)
Not applicable. /__ /

(6) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

	(7)	SOLE VOTING POWER	None
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(8)	SHARED VOTING POWER	None
	(9)	SOLE DISPOSITIVE POWER	None
	(10)	SHARED DISPOSITIVE POWER	None

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
None

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions)
Not applicable. /__ /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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None

(14) TYPE OF REPORTING PERSON

CO, HC

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This Schedule 13D/A ("Amendment No. 2") is being filed by Tiffany & Co. International, a Delaware corporation ("International"), and Tiffany & Co., a Delaware corporation ("Parent" and together with International, the "Reporting Persons"). International is a direct wholly-owned subsidiary of Parent. This Amendment No. 2 is being filed to amend and supplement the statement on Schedule 13D originally filed with the Securities and Exchange Commission (the "SEC") on July 27, 1999 (the "Original 13D"), and amended on December 7, 2004 ("Amendment No. 1"), with respect to the Common Stock, no par value (the "Common Stock"), of Aber Diamond Corporation (previously known as Aber Resources Ltd.) (the "Issuer"). Capitalized terms used but not defined in this Amendment No. 2 have the meanings assigned thereto in the Original 13D, as amended by Amendment No. 1. Except as disclosed in this Amendment No. 2, the information contained in the Original 13D, as amended by Amendment No. 1, has not changed as of the date hereof.

Items 4 and 5 are hereby amended to the extent set forth below:

ITEM 4. PURPOSE OF TRANSACTION.

Item 4 is amended and supplemented by adding the following new paragraph:

On December 13, 2004, the closing of the Stock Sale occurred (the "Closing"). As of the Closing, the Reporting Persons do not own beneficially or of record, any shares of Common Stock of the Issuer.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is amended and supplemented by amending and restating paragraphs (a), (b) and (e) as follows:

(a) As of the Closing, the Reporting Persons do not own beneficially or of record, any shares of Common Stock of the Issuer.

(b) As of the Closing, the Reporting Persons do not own beneficially or of record, any shares of Common Stock of the Issuer.

(e) As of the Closing, the Reporting Persons do not own beneficially or of record, any shares of Common Stock of the Issuer.

Item 5 is further amended and supplemented by adding the following sentence after the last sentence in paragraph (c):

As of the Closing, the Reporting Persons do not own beneficially or of record, any shares of Common Stock of the Issuer.

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SIGNATURES

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

TIFFANY & CO. INTERNATIONAL

By: /s/ Patrick B. Dorsey December 13, 2004

Patrick B. Dorsey
Vice President and Secretary

TIFFANY & CO.

By: /s/ Patrick B. Dorsey December 13, 2004

Patrick B. Dorsey
Senior Vice President, General
Counsel and Secretary