SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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1. Name and Addre	1 0	erson*	2. Issuer Name and Ticker or Trading Symbol <u>COACH INC</u> [COH]		tionship of Reporting Pers all applicable) Director	son(s) to Issuer 10% Owner					
(Last) 516 WEST 34T	(First) H STREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/11/2005	X	Officer (give title below) SVP, Human Re	Other (specify below) sources					
(Street) NEW YORK (City)	NY (State)	10001 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Repo Form filed by More than Person	orting Person					
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or Price		Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	11/11/2005		М		93,334	A	\$12.88	166,147	D	
Common Stock	11/11/2005		М		56,200	A	\$5.83	222,347	D	
Common Stock ⁽¹⁾	11/11/2005		F		59,221	D	\$35	163,126	D	
Common Stock	11/11/2005		S		34,113	D	\$35	129,013	D	
Common Stock ⁽¹⁾	11/11/2005		F		30,386	D	\$35	98,627	D	
Common Stock	11/11/2005		S		25,814	D	\$35	72,813	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

		(e.g., puts, cans, warrants, options, convertible securities)													
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of Der Sec Acq (A) Dis of (I	lumber ivative urities juired or posed D) (Instr. and 5)	6. Date Exerci Expiration Dat (Month/Day/Ye	e	7. Title an of Securit Underlyin Derivative (Instr. 3 ar	ies g Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	\$5.83	11/11/2005		м			56,200	08/07/2004 ⁽²⁾	08/07/2012	Common Stock	56,200	\$0	3,800	D	
Stock Option	\$12.88	11/11/2005		м			93,334	08/06/2004 ⁽²⁾	08/06/2013	Common Stock	93,334	\$0	46,666	D	

Explanation of Responses:

1. These shares were sold to pay for the cost of, and the taxes and fees associated with, the exercise of the derivative securities described above.

2. These options will vest in three equal installments on the first, second and third anniversaries of the date of grant.

Remarks:

By: Daniel J. Ross, Assistant Secretary, pursuant to a power of attorney filed with the **Commission** ** Signature of Reporting Person

11/15/2005

Date

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

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

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.