

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Nielsen Jane</u> <hr/> (Last) (First) (Middle) 516 WEST 34TH STREET <hr/> (Street) NEW YORK NY 10001 <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>COACH INC [ COH ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>		
			3. Date of Earliest Transaction (Month/Day/Year) 08/13/2015					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person					

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	08/13/2015		S		13,194	D	\$31.5	0.0000	D	
Common Stock	08/14/2015		M		7,845	A	\$0 <sup>(2)</sup>	7,845	D	
Common Stock <sup>(3)</sup>	08/14/2015		F		2,901	D	\$31.93	4,944	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	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
Restricted Stock Unit <sup>(4)</sup>	(5)	08/13/2015		A		10,595		(6)	(7)	Common Stock	10,595	\$0.0000	80,235	D	
Restricted Stock Unit <sup>(4)</sup>	(5)	08/13/2015		A		10,595		(8)	(7)	Common Stock	10,595	\$0.0000	90,830	D	
Stock Option <sup>(4)</sup>	(5)	08/13/2015		A		59,963		(9)	08/13/2025	Common Stock	59,963	\$31.46	59,963	D	
Restricted Stock Unit	(5)	08/14/2015		M			7,845	(10)	(7)	Common Stock	7,845	\$0.0000	82,985	D	

**Explanation of Responses:**

- The cash proceeds from these sales (net of income tax) will be applied toward the purchase price of a new primary residence for Ms. Nielsen.
- Vesting of Restricted Stock Units.
- These shares were withheld to pay for the taxes in connection with the conversion of derivative securities described above.
- These securities were issued under the 2010 Stock Incentive Plan of the Issuer.
- These securities will convert on a 1-for-1 basis into shares of the issuer's common stock.
- These service-based securities will vest on the third anniversary of the date of grant, based solely on the reporting person's continued employment with the issuer. Unvested units are cancelled upon termination of the reporting person's employment.
- These securities do not expire.
- These performance based securities will vest on the third anniversary of the date of grant, based on the reporting person's continued employment with the issuer and performance of the Company against specified performance goals (determined by the Human Resources Committee of the Board of Directors) at Target levels. The actual number of award shares may range from 0-170% of the Target value, depending on the Company's level of the achievement of these performance measures and goals over the stated periods.
- These options vest in three equal installments on the first, second and third anniversaries of the date of grant.
- These securities vested on August 14, 2015.

/s/ David E. Howard, Assistant Corporate Secretary, pursuant to a power of attorney filed with the Commission 08/17/2015

\*\* Signature of Reporting Person 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.

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