SEC Form 4

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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 OMB Number: 3235-0287 Estimated average burden 0.5 hours per response:

1. Name and Addre	ess of Reporting	Person*	2. Issuer Name and Ticker or Trading Symbol <u>COACH INC</u> [COH]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>Luis Victor</u>				X	X Director 109					
(Last) 10 HUDSON Y	(First) ARDS	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/11/2016	X	Officer (give title below) Chief Executiv	Other (specify below) e Officer				
(Street) NEW YORK NY 10001		10001	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	, ,					
(City)	(State)	(Zip)	—		Form filed by More that Person	n One Reporting				
		Table I - Non-D	erivative Securities Acquired, Disposed of, or Ben	eficially (Owned					

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)	Transaction Code (Instr.		4. Securities A Disposed Of (Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock ⁽¹⁾	08/15/2016		Α		22,129	Α	\$0.0000	124,062	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. Transa Code (8)				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	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		Transaction(s) (Instr. 4)		
Stock Option	\$39.87 ⁽²⁾	08/11/2016		A		334,420		08/11/2017 ⁽³⁾	08/11/2026	Common Stock	334,420	\$0.0000	334,420	D	

Explanation of Responses:

1. Vesting of Performance Restricted Stock Units

2. These securities will convert on a 1-for-1 basis into shares of the issuer's common stock.

3. These service-based securities vest in three equal installments on the first, second and third anniversaries of the date of grant. The first tranch will vest on August 11, 2017, the second on August 11, 2018, and the third on August 11, 2019.

> /s/ Emily S. Zahler, Assistant Corporate Secretary, pursuant to 08/15/2016 a power of attorney filed with the Commission Date

** Signature of Reporting Person

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.