# 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

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|                        | ss of Reporting Perso | on*      | 2. Issuer Name <b>and</b> Ticker or Trading Symbol COACH INC [ COH ] |   | tionship of Reporting Per<br>all applicable)  | son(s) to Issuer                      |  |
|------------------------|-----------------------|----------|--|---|---|---------------------------------------|--|
| Luis Victor            |                       |          |  | X | Director  | 10% Owner                             |  |
| (Last)<br>516 WEST 34T | (First)<br>H STREET   | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>06/27/2015       | X | Officer (give title<br>below)<br>Chief Executive  | Other (specify<br>below)<br>e Officer |  |
| (Street)<br>NEW YORK   | NY                    | 10001    | 4. If Amendment, Date of Original Filed (Month/Day/Year)             |   | <ul> <li>dividual or Joint/Group Filing (Check Applicable</li> <li>Form filed by One Reporting Person</li> <li>Form filed by More than One Reporting</li> </ul> |                                       |  |
| (City)                 | (State)               | (Zip)    |  |   | Person  | an error reporting                    |  |

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

|                                 |  | -   |  |   |        |   |   |   |   |          |
|---------------------------------|--|---|--|---|--------|---|---|---|---|----------|
| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code (Instr.<br>8)<br>4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and |   |        | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |   |          |
|                                 |  |   | Code   | v | Amount | (A) or<br>(D)   | Price   | Transaction(s)<br>(Instr. 3 and 4)                                |   | (1130.4) |
| Common Stock                    | 06/27/2015                                 |   | М  |   | 16,532 | A   | \$0 <sup>(1)</sup>  | 87,256  | D |          |
| Common Stock                    | 06/27/2015                                 |   | М  |   | 11,658 | A   | \$0 <sup>(1)</sup>  | 98,914  | D |          |
| Common Stock <sup>(2)</sup>     | 06/27/2015                                 |   | F  |   | 6,193  | D   | \$35.96   | 92,721  | D |          |
| Common Stock <sup>(3)</sup>     | 06/29/2015                                 |   | М  |   | 268    | A   | \$0 <sup>(1)</sup>  | 92,989  | D |          |
| Common Stock <sup>(2)</sup>     | 06/29/2015                                 |   | F  |   | 140    | D   | \$35.46   | 92,849  | D |          |
| Common Stock <sup>(2)</sup>     | 06/30/2015                                 |   | F  |   | 4,311  | D   | \$35.96   | 88,538  | D |          |

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | 5. Nun<br>Deriva<br>Securi<br>Acquir<br>or Dis<br>of (D)<br>4 and | tive<br>ties<br>red (A)<br>posed<br>(Instr. 3, | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>of Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|------------------------------|---|---|--|--|--------------------|---|--|---|--|--|--|
|   |   |  |   | Code                         | v | (A)   | (D)  | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   | (Instr. 4)   |  |  |
| Restricted<br>Stock Unit                            | (4)   | 06/27/2015                                 |   | М                            |   |   | 11,658   | (5)  | (6)                | Common<br>Stock   | 11,658                                 | \$0.0000  | 714,451  | D  |  |
| Restricted<br>Stock Unit                            | (4)   | 06/27/2015                                 |   | М                            |   |   | 16,532   | (5)  | (6)                | Common<br>Stock   | 16,532                                 | \$0.0000  | 697,919  | D  |  |
| Restricted<br>Stock<br>Unit <sup>(3)</sup>          | (4)   | 06/29/2015                                 |   | A                            |   | 6,644   |  | (7)  | (6)                | Common<br>Stock   | 6,644                                  | \$35.46   | 704,563  | D  |  |
| Restricted<br>Stock<br>Unit <sup>(3)</sup>          | (4)   | 06/29/2015                                 |   | М                            |   |   | 268  | (8)  | (6)                | Common<br>Stock   | 268                                    | \$0.0000  | 704,295  | D  |  |

Explanation of Responses:

1. Vesting of Restricted Stock Units.

2. These shares were withheld to pay for the taxes in connection with the conversion of derivative securities described above.

3. These securities were received through a dividend paid on the transaction date.

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

5. These securities vested on June 27, 2015.

6. These securities do not expire.

7. These securities vest in part on each of the vesting dates of the original RSU grants.

8. These dividends were received on RSUs that vested between the record and payable dates and therefore vested immediately upon receipt of the dividend.

/s/ David E. Howard, Assistant Corporate Secretary, pursuant to a power of attorney filed with the Commission \*\* Signature of Reporting Person Date

06/30/2015

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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