| SEC Form 4 | |
|------------|--|
|------------|--|

 \square

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

| of 1934 | | hours per response: | 0.5 |
|---------|--|------------------------------|-----|
| | 5. Relationship of R (Check all applicabl | eporting Person(s) to Issuer | |
| | Director | 10% Owner | |

| 1. Name and Addres | ss of Reporting F | Person* | 2. Issuer Name and Ticker or Trading Symbol <u>COACH INC</u> [COH] | (Check | tionship of Reporting Pe all applicable) Director Officer (give title | rson(s) to Issuer 10% Owner Other (specify |
|--------------------------------|---------------------|----------------------|--|------------------------|--|--|
| (Last) 516 WEST 34TI | (First) H STREET | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 07/01/2013 | X | below) EVP, Human R | below) |
| (Street) NEW YORK (City) | NY (State) | 10001 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | ridual or Joint/Group Filin Form filed by One Rep Form filed by More tha Person | oorting Person |
| | | Table I - Non-Deriva | tive Securities Acquired, Disposed of, or Benef | icially | Owned | |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code (| | 4. Securities Disposed Of 5) | | | Securities Beneficially | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|---|-------------|---|------------------------------------|---------------|---------|------------------------------------|---|---|
| | | | Code V Amou | | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (1150.4) |
| Common Stock ⁽¹⁾ | 07/01/2013 | | J | v | 2 | A | \$57.59 | 15,609 | 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) | | 5. Nu of Deriv Secu Acqu (A) o Dispe of (D (Instri and S | rities lired r osed) 1. 3, 4 | Expiration Date (Month/Day/Year) d d | | e 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 | Amount or Number of Shares | | | | |
| Restricted Stock Unit ⁽²⁾ | (3) | 07/01/2013 | | A | | 171 | | (4) | (5) | Common Stock | 171 | \$57.32 | 29,144 | D | |

Explanation of Responses:

1. These shares were acquired through a dividend paid on the transaction date to the Coach, Inc. Savings and Profit Sharing Plan (401(k) Plan).

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

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

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

5. These securities do not expire.

 Daniel J. Ross, Assistant

 Secretary, pursuant to a power

 of attorney filed with the

 Commission

** 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.

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.