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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| 1. Name and Address of Reporting Person* DEVINE MICHAEL F III | | | | | | 2. Issuer Name and Ticker or Trading Symbol COACH INC [COH] | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
| DEVINE MICHAEL F III | | | | | | | | | | | | | | 1 | Directo | r | | 10% Ov | vner | |
| (Last) (First) (Middle) | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | | | | | Officer below) | (give title | | Other (s below) | specify | |
| | | | | | 08/09/2006 | | | | | | | | | SVP, | Chief Fi | nanci | ial Office | | | |
| 516 WEST 34TH STREET | | | | | | | | | | | | | | | | | | | | |
| (Street) | | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | |
| NEW YORK NY | | Y | 10001 | | | | | | | | | | | X | Form fi | led by One | e Repo | orting Perso | n | |
| · | | | | | | | | | | | | | | | | Form filed by More than One Reporting Person | | | | |
| (City) (State) (Zip) | | | | | | | | | | | | | | | | | | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | | | | |
| 1. Title of Security (Instr. 3) 2. Transa | | | | | | tion 2A. Deemed 3. 4. S | | | | | 4. Securit | . Securities Acquired (A) | | | 5. Amount of | | 6. Ov | nership | 7. Nature of | |
| | | | | Date (Month/Day/Ye | | Year) Execution Date if any (Month/Day/Yea | | | Code (Instr. | | | | , 4 and | | ially (D) Following (I) (| | or Indirect Instr. 4) | Indirect Beneficial Ownership | | |
| | | | | | | | | | Code | v | Amount | Amount (A) or P | | Price | Transact | Reported Transaction(s) (Instr. 3 and 4) | | | (Instr. 4) | |
| | | | Table II | tivo | ve Securities Acquired, Disposed of, or Benefici | | | | | | | | Durned | | 1 | I | | | | |
| | | | | | | | | | | | osed of, | | | | Jwneu | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution D if any (Month/Day/ | ate, T | ansaction ode (Instr. | | 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 Amoun of Securities Underlying Derivative Security (Instr. 3 and 4) | | curity | Derivative Security | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4) | e s Ily I | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) | |
| | | | | c | ode | v | (A) | | Date Exercisal | | Expiration Date | Title | or Ni of | umber | | | | | | |
| Stock Option ⁽¹⁾ | \$29.85 | 08/09/2006 | | | A | | 75,000 | | 08/09/200 | 7 ⁽²⁾ | 08/09/2016 | Commo Stock | ⁿ 7 | 5,000 | \$ <mark>0</mark> | 75,00 | 0 | D | | |

Explanation of Responses:

1. These securities were issued under the 2000 Stock Incentive Plan of the Issuer.

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

By: Daniel J. Ross, Assistant

Secretary, pursuant to a power 08/11/2006 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.