SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ſ OMB APPROVAL

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

0.5

Check this box if no longer subject to	STATEME
Section 16. Form 4 or Form 5 obligations may continue. See	
Instruction 1(b).	File

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

ed 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* STRITZKE JERRY D (Last) (First) (Middle) 516 WEST 34TH STREET			2. Issuer Name and Ticker or Trading Symbol <u>COACH INC</u> [COH] 3. Date of Earliest Transaction (Month/Day/Year) 03/31/2008	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below) Executive Officer			
510 WE51 541	II SIKEEI						
(Street) NEW YORK	NY	10001	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)					
		Table I - Non-D	erivative Securities Acquired, Disposed of, or Bene	ficially 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)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)

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)		Derivative		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)	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		(Instr. 4)		
Restricted Stock Unit ⁽¹⁾	\$0 ⁽²⁾	03/31/2008		А		33,619		03/31/2011 ⁽³⁾	(4)	Common Stock	33,619	\$ <mark>0</mark>	33,619	D	
Stock Option ⁽⁵⁾	\$29.75	03/31/2008		A		125,000		03/31/2009 ⁽⁶⁾	03/31/2018	Common Stock	125,000	\$0	125,000	D	

Explanation of Responses:

1. These securities were issued under the 2004 Stock Incentive Plan of the Issuer.

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

3. 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.

4. These securities do not expire.

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

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

Remarks:

Daniel J. Ross, Assistant Secretary, pursuant to a power of attorney filed with the Commission

04/04/2008

** 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.