

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<p>1. Name and Address of Reporting Person*</p> <p>FRANKFORT LEW</p> <hr/> <p>(Last) (First) (Middle)</p> <p>516 WEST 34TH STREET</p> <p>12TH FLOOR</p> <hr/> <p>(Street)</p> <p>NEW YORK NY 10001</p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>COACH INC [COH]</p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p>12/23/2004</p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</p> <p>Chairman of the Board and CEO</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/22/2004		M		250,000	A	\$11.65	1,921,861	D	
Common Stock ⁽¹⁾	12/22/2004		F		53,038	D	\$54.9132	1,868,823	D	
Common Stock ⁽²⁾	12/22/2004		F		68,337	D	\$54.9132	1,800,486	D	
Common Stock	12/22/2004		M		48,327	A	\$36.7134	1,848,813	D	
Common Stock ⁽¹⁾	12/22/2004		F		32,310	D	\$54.9132	1,816,503	D	
Common Stock ⁽²⁾	12/22/2004		F		5,559	D	\$54.9132	1,810,944	D	
Common Stock	12/22/2004		M		3,474	A	\$36.7134	1,814,418	D	
Common Stock ⁽¹⁾	12/22/2004		F		2,322	D	\$54.9132	1,812,096	D	
Common Stock ⁽²⁾	12/22/2004		F		401	D	\$54.9132	1,811,695	D	
Common Stock	12/22/2004		M		46,379	A	\$36.7134	1,858,074	D	
Common Stock ⁽¹⁾	12/22/2004		F		31,007	D	\$54.9132	1,827,067	D	
Common Stock ⁽²⁾	12/22/2004		F		5,334	D	\$54.9132	1,821,733	D	
Common Stock	12/22/2004		M		1,391	A	\$36.7134	1,823,124	D	
Common Stock ⁽¹⁾	12/22/2004		F		929	D	\$54.9132	1,822,195	D	
Common Stock ⁽²⁾	12/22/2004		F		161	D	\$54.9132	1,822,034	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. Transaction Code (Instr. 8)		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 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				
Stock Option	\$11.65	12/22/2004		M			250,000	08/07/2004	08/07/2012	Common Stock	250,000	\$0	250,000	D	
Stock Option	\$54.9132	12/22/2004		A		2,723		06/22/2005	01/28/2004	Common Stock	2,723	\$0	2,723	D	
Stock Option	\$54.9132	12/22/2004		A		121,375		06/22/2005	08/07/2012	Common Stock	121,375	\$0	121,375	D	
Stock Option	\$54.9132	12/22/2004		A		36,341		06/22/2005	08/28/2004	Common Stock	36,341	\$0	36,341	D	
Stock Option	\$54.9132	12/22/2004		A		37,868		06/22/2005	01/28/2008	Common Stock	37,868	\$0	37,868	D	
Stock Option	\$36.7134	12/22/2004		M		46,379		06/23/2004	08/28/2007	Common Stock	46,379	\$0	0.00	D	
Stock Option	\$36.7134	12/22/2004		M		3,474		06/23/2004	01/28/2008	Common Stock	3,474	\$0	0.00	D	
Stock Option	\$36.7134	12/22/2004		M		48,327		06/23/2004	01/28/2008	Common Stock	48,327	\$0	0.00	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. Transaction Code (Instr. 8)		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 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				
Stock Option ⁽¹⁾	\$36.7134	12/22/2004		M			1,391	06/23/2004	08/28/2007	Common Stock	1,391	\$0	0.00	D	
Stock Option	\$54.9132	12/22/2004		A		1,090		06/22/2005	08/28/2007	Common Stock	1,090	\$0	1,090	D	

Explanation of Responses:

- These shares were withheld to pay for the cost of the exercise of the derivative securities.
- These shares were sold to pay for the taxes in connection with the exercise of the derivative securities.

Remarks:

Daniel J. Ross, Assistant Secretary, pursuant to a power of 12/27/2004

** 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.

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