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

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

1. Name and Address of Reporting Person* MILLER IRENE R	2. Issuer Name and Ticker or Trading Symbol <u>COACH INC</u> [COH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner
(Last) (First) (Middle) 516 WEST 34TH STREET	3. Date of Earliest Transaction (Month/Day/Year) 11/03/2010	Officer (give title Other (specify below) below)
(Street) NEW YORK NY 10001 (City) (State) (Zip)	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

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)	Code (Instr.					5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(
Common Stock	11/03/2010		М		2,281	Α	\$ <mark>0</mark>	13,632	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)				6. Date Exerc Expiration Da (Month/Day/\	ate	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	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		Transaction(s) (Instr. 4)		
Restricted Stock Unit ⁽⁴⁾	(1)	11/03/2010		А		1,485		(5)	(3)	Common Stock	1,485	\$0.0000	3,766	D	
Restricted Stock Unit	(1)	11/03/2010		М			2,281	(2)	(3)	Common Stock	2,281	\$0.0000	1,485	D	
Stock Option ⁽⁴⁾	\$50.5	11/03/2010		A		4,700		11/03/2011	11/03/2020	Common Stock	4,700	\$0.0000	4,700	D	

Explanation of Responses:

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

2. These securities vested on November 3, 2010.

3. These securities do not expire.

4. These securities were issued under the 2010 Stock Incentive Plan of the Issuer.

5. These securities will vest on November 3, 2011.

Daniel J. Ross, Assistant

Secretary, pursuant to a power of attorney filed with the **Commission**

11/04/2010

** 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.

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