

**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

1. Name and Address of Reporting Person* <b>FRANKFORT LEW</b>  (Last) (First) (Middle) <b>516 WEST 34TH STREET</b>  (Street) <b>NEW YORK NY 10001</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>COACH INC [ COH ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/12/2005</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <b>12/14/2005</b>	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)	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	12/12/2005		M		115,762	A	\$27.72	4,029,671	D	
Common Stock	12/12/2005		M		215,302	A	\$27.72	4,244,973	D	
Common Stock	12/12/2005		M		269,906	A	\$27.72	4,514,879	D	
Common Stock	12/12/2005		M		437,960	A	\$27.72	4,952,839	D	
Common Stock	12/12/2005		M		12,286	A	\$28.03	4,965,125	D	
Common Stock	12/12/2005		M		15,050	A	\$28.03	4,980,175	D	
Common Stock	12/12/2005		M		57,860	A	\$28.03	5,038,035	D	
Common Stock	12/12/2005		M		64,472	A	\$28.03	5,102,507	D	
Common Stock <sup>(1)</sup>	12/12/2005		F		109,386	D	\$34.94	4,993,121	D	
Common Stock <sup>(2)</sup>	12/12/2005		F		944,150	D	\$34.94	4,048,971	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	\$28.03	12/12/2005		M			64,472	06/27/2005	08/28/2006	Common Stock	64,472	\$0	101,946	D	
Stock Option	\$34.94	12/12/2005		A			57,429	06/12/2006	08/28/2006	Common Stock	57,429	\$0	57,429	D	
Stock Option	\$27.72	12/12/2005		M			115,762	06/23/2005	08/28/2007	Common Stock	115,762	\$0	0.00	D	
Stock Option	\$34.94	12/12/2005		A			102,535	06/12/2006	08/28/2007	Common Stock	102,535	\$0	102,535	D	
Stock Option	\$28.03	12/12/2005		M			15,050	06/27/2005	01/28/2008	Common Stock	15,050	\$0	18,746	D	
Stock Option	\$34.94	12/12/2005		A			13,406	06/12/2006	01/28/2008	Common Stock	13,406	\$0	13,406	D	
Stock Option	\$28.03	12/12/2005		M			12,286	06/27/2005	08/26/2009	Common Stock	12,286	\$0	80,834	D	
Stock Option	\$28.03	12/12/2005		M			57,860	06/27/2005	08/26/2009	Common Stock	57,860	\$0	22,974	D	
Stock Option	\$34.94	12/12/2005		A			62,484	06/12/2006	08/26/2009	Common Stock	62,484	\$0	62,484	D	
Stock Option	\$27.72	12/12/2005		M			269,906	06/23/2005	10/04/2010	Common Stock	269,906	\$0	437,960	D	
Stock Option	\$27.72	12/12/2005		M			437,960	06/23/2005	10/04/2010	Common Stock	437,960	\$0	0.00	D	
Stock Option	\$34.94	12/12/2005		A			626,974	06/12/2006	10/04/2010	Common Stock	626,974	\$0	626,974	D	
Stock Option	\$27.72	12/12/2005		M			215,302	06/23/2005	08/07/2012	Common Stock	215,302	\$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	\$34.94	12/12/2005		A		190,698		06/12/2006	08/07/2012	Common Stock	190,698	\$0	190,698	D	

**Explanation of Responses:**

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

**Remarks:**

By: [Daniel J. Ross, Assistant Secretary, pursuant to a power of attorney filed with the Commission](#) [12/14/2005](#)

\*\* 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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