| SEC Form 4 | |
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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 |
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| 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

| OMB APPROVAL | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|
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| Estimated average burden | | | | | | | |
| hours per response: 0.5 | | | | | | | |

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| 1. Name and Addres | ss of Reporting Perso GARY W | n* | 2. Issuer Name and Ticker or Trading Symbol <u>COACH INC</u> [COH] | | tionship of Reporting Per all applicable) Director | son(s) to Issuer 10% Owner |
|-------------------------|---------------------------------|----------|---|------------------------|--|-------------------------------|
| (Last) 516 WEST 34TH | (First) H STREET | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 04/02/2012 | | Officer (give title below) | Other (specify below) |
| (Street) NEW YORK | NY | 10001 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | vidual or Joint/Group Filing Form filed by One Rep Form filed by More that | orting Person |
| (City) | (State) | (Zip) | | | Person | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | Date | if any | Code (Instr. | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|------|--------|--------------|---|---|---------------|-------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | 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) | | n of | | Expiration Date | | 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 | | | | |
| Deferred Stock Unit ⁽¹⁾ | (2) | 04/02/2012 | | Α | | 69 | | (3) | (4) | Common Stock | 69 | \$78.21 | 23,956.48 | D | |
| Restricted Stock Unit ⁽¹⁾ | (2) | 04/02/2012 | | Α | | 3 | | (5) | (4) | Common Stock | 3 | \$78.21 | 1,151 | D | |

Explanation of Responses:

1. These securities were received through a dividend paid on the transaction date.

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

3. These securities were issued pursuant to the Issuer's Deferred Compensation Plan (for outside directors). The Issuer has agreed to represent the amount of the reporting person's account balance with deferred stock units which represent the right to receive common stock of the Issuer on a one-for-one basis on the distribution date elected by the reporting person.

4. These securities do not expire.

5. These securities vest in part on each of the vesting dates of the original RSU grants.

| Daniel J. Ross, Assistant | |
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| Secretary, pursuant to a power | 04/04/2012 |
| of attorney filed with the | 04/04/2012 |
| <u>Commission</u> | |
| ** 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.