

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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*<br><b>TUCCI MICHAEL D</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>COACH INC [ COH ]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>President, N. America Retail</b> |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>11/18/2005</b>   |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person  |  |  |
| 516 WEST 34TH STREET   |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                |  |  |  |  |  |
| (Street)<br><b>NEW YORK NY 10001</b>                               |         |          |   |  |  |  |  |  |
| (City) (State) (Zip)   |         |          |   |  |  |  |  |  |

**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                    | 11/18/2005                           |  | M                              |   | 100,000   | A          | \$12.88 | 225,451   | D  |   |
| Common Stock <sup>(1)</sup>     | 11/18/2005                           |  | F                              |   | 65,760  | D          | \$34.1  | 159,691   | D  |   |
| Common Stock <sup>(2)</sup>     | 11/18/2005                           |  | S                              |   | 34,240  | D          | \$34.1  | 125,451   | D  |   |
| Common Stock                    | 11/18/2005                           |  | M                              |   | 75,000  | A          | \$18.85 | 200,451   | D  |   |
| Common Stock <sup>(1)</sup>     | 11/18/2005                           |  | F                              |   | 56,593  | D          | \$34.1  | 143,858   | D  |   |
| Common Stock <sup>(2)</sup>     | 11/18/2005                           |  | S                              |   | 18,407  | D          | \$34.1  | 125,451   | 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                               | \$12.88  | 11/18/2005                           |  | M                              |   | 100,000  |     | 08/06/2004 <sup>(3)</sup>                                | 08/06/2013      | Common Stock  | 100,000                    | \$0  | 100,000  | D   |  |
| Stock Option                               | \$18.85  | 11/18/2005                           |  | M                              |   | 75,000   |     | 08/11/2005 <sup>(3)</sup>                                | 08/11/2014      | Common Stock  | 75,000                     | \$0  | 150,000  | D   |  |

**Explanation of Responses:**

- These shares were sold to pay for the cost of, and the taxes and fees associated with, the exercise of the derivative securities described above.
- The cash proceeds from these sales (net of income taxes) will be applied toward the financing of Mr. Tucci's primary residence in New York.
- These options vest in three equal installments on the first, second and third anniversaries of the date of grant.

**Remarks:**

By: Daniel J. Ross, Assistant Secretary, pursuant to a power of attorney filed with the Commission 11/21/2005

\*\* 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.

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.