

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>FRANKFORT LEW</u> _____ (Last) (First) (Middle) <u>516 WEST 34TH STREET</u> <u>516 WEST 34TH STREET</u> <u>12TH FLOOR</u> <u>12TH FLOOR</u> _____ (Street) <u>NEW YORK NY 10001</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>COACH INC [COH]</u>			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) <u>Chairman of the Board and CEO</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>06/22/2004</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			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	06/22/2004		M		12,821	A	\$25.2962	1,549,451	D	
Common Stock ⁽¹⁾	06/22/2004		F		7,588	D	\$42.7383	1,541,863	D	
Common Stock ⁽²⁾	06/22/2004		F		1,818	D	\$42.7383	1,540,045	D	
Common Stock	06/22/2004		M		434,426	A	\$25.2925	1,974,471	D	
Common Stock ⁽¹⁾	06/22/2004		F		257,091	D	\$42.7383	1,717,380	D	
Common Stock ⁽²⁾	06/22/2004		F		61,556	D	\$42.7383	1,655,824	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	\$42.7383	06/22/2004		A		68,056		12/22/2004	08/28/2007	Common Stock	68,056	\$0	68,056	D	
Stock Option	\$42.7383	06/22/2004		A		113,470		12/22/2004	10/04/2010	Common Stock	113,470	\$0	113,470	D	
Stock Option	\$42.7383	06/22/2004		A		36,053		12/22/2004	08/28/2006	Common Stock	36,053	\$0	36,053	D	
Stock Option	\$42.7383	06/22/2004		A		36,565		12/22/2004	08/28/2007	Common Stock	36,565	\$0	36,565	D	
Stock Option	\$42.7383	06/22/2004		A		64,503		12/22/2004	08/26/2009	Common Stock	64,503	\$0	64,503	D	
Stock Option	\$42.7383	06/22/2004		A		9,406		12/22/2004	08/28/2007	Common Stock	9,406	\$0	9,406	D	
Stock Option	\$25.2962	06/22/2004		M			12,821	12/19/2003 ⁽¹⁾	08/28/2007	Common Stock	12,821	\$0	0.00	D	
Stock Option	\$25.2925	06/22/2004		M			92,784	12/20/2003	08/28/2007	Common Stock	92,784	\$0	0.00	D	
Stock Option	\$25.2925	06/22/2004		M			87,940	12/20/2003	08/26/2009	Common Stock	87,940	\$0	0.00	D	
Stock Option	\$25.2925	06/22/2004		M			49,152	12/20/2003	08/28/2006	Common Stock	49,152	\$0	0.00	D	
Stock Option	\$25.2925	06/22/2004		M			49,850	12/20/2003	08/28/2007	Common Stock	49,850	\$0	0.00	D	
Stock Option	\$25.2925	06/22/2004		M			154,700	12/20/2003	10/04/2010	Common Stock	154,700	\$0	0.00	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 06/23/2004
Secretary, pursuant to a power of

** 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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