

GAP INC  
Form SC 13G/A  
February 12, 2009

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 13G**

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED**

**PURSUANT TO 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED**

**PURSUANT TO 13d-2(b)**

(Amendment No. 33)<sup>1</sup>

**THE GAP, INC.**

(Name of Issuer)

**COMMON STOCK**

(Title of Class of Securities)

**364760-10-8**

(CUSIP Number)

**December 31, 2008**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 364760108

1. Names of Reporting Persons  
Donald G. Fisher
2. Check the Appropriate Box if a Member of a Group\*  
(a)   
(b)  Not Applicable
3. SEC Use Only
4. Citizenship or Place of Organization  
United States
- |   |    |   |
|---|----|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>0                  |
|   | 6. | Shared Voting Power<br>43,155,196*      |
|   | 7. | Sole Dispositive Power<br>0             |
|   | 8. | Shared Dispositive Power<br>43,155,196* |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
43,155,196\*
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*
11. Percent of Class Represented by Amount in Row 9  
6.1%
12. Type of Reporting Person\*  
IN

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\* As of February 9, 2009.

Based on 706,483,075 shares of Issuer's common stock outstanding as of December 5, 2008.

**Item 1.**

**Issuer.**

- (a) Name of Issuer:  
The Gap, Inc. (the Issuer )
- (b) Address of Issuer's Principal Executive Offices:  
Two Folsom Street  
San Francisco, CA 94105

**Item 2.**

**Security and Background.**

- (a) Name of Person Filing:  
Donald G. Fisher (the Reporting Person )
- (b) Principal Business Address:  
Two Folsom Street  
San Francisco, CA 94105
- (c) Citizenship or Place of Organization:  
The Reporting Person is a citizen of the United States.
- (d) Title of Class of Securities:  
Common Stock
- (e) CUSIP No.:  
364760-10-8

**Item 3.**

**Filings under Rules 13d-1(b), or 13d-2(b) or (c).**

Not Applicable.

- Item 4. Ownership.**
- (a) Amount beneficially owned:  
43,155,196 (as of February 9, 2009)
  - (b) Percent of class:  
6.1%
  - (c) Number of Shares as to which the person has voting and dispositive power:
    - (i) Sole power to vote or direct the vote:  
0
    - (ii) Shared power to vote or to direct the vote:  
43,155,196 (as of February 9, 2009)
    - (iii) Sole power to dispose of or to direct the disposition:  
0
    - (iv) Shared power to dispose or to direct the disposition:  
43,155,196 (as of February 9, 2009)

**Item 5. Ownership of Five Percent or Less of a Class.**  
Not Applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**  
Not Applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**  
Not Applicable.

**Item 8. Identification and Classification of Members of the Group.**  
Not Applicable.

**Item 9. Notice of Dissolution of Group.**  
Not Applicable.

