**GAP INC** Form 4 July 03, 2012

#### 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 Instruction STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* FISHER ROBERT J

(First)

(Middle)

Symbol

2. Issuer Name and Ticker or Trading

GAP INC [GPS]

(Month/Day/Year) 06/30/2012

ONE MARITIME PLAZA, SUITE 1400

(Street)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_X\_\_ Director Officer (give title below)

\_X\_\_ 10% Owner \_\_ Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

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burden hours per

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

#### SAN FRANCISCO, CA 94111

(City)	(State)	<sup>(Zip)</sup> Tabl	e I - Non-D	erivative	Secur	ities A	cquired, Disposed	l of, or Benefic	cially 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 onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of 6. Securities Ownershi Beneficially Form: Dir Owned (D) or Following Indirect (I Reported (Instr. 4)		ct Beneficial Ownership	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	06/30/2012		M(1)	5,182	A	\$0	9,559,073	D	
Common Stock	06/30/2012		M	306	A	<u>(2)</u>	9,559,379	D	
Common Stock							122,557	I	By spouse
Common Stock							27,000,000	I	By Fisher Core Holdings L.P.
							15,000	I	

Common By Limited Stock Partnerships

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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8. P Der Sec (Ins

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. Transactic Code (Instr. 8)	5. Number coof 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 Underlying Securities (Instr. 3 and 4)		{
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units	(1)	06/30/2012		D		5,182	<u>(1)</u>	<u>(1)</u>	Common Stock	5,182	
Dividend Equivalent Rights	<u>(2)</u>	06/30/2012		D		306	(2)	(2)	Common Stock	306	

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### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FISHER ROBERT J ONE MARITIME PLAZA, SUITE 1400	X	X					
SAN FRANCISCO, CA 94111	71	A					

## **Signatures**

Jane Spray,

Attorney-in-fact 07/03/2012 \*\*Signature of Reporting Date Person

2 Reporting Owners

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#### **Explanation of Responses:**

- \* 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).
- (1) 5,182 shares were issued in settlement of the stock units originally granted to the reporting person on June 30, 2009. Each stock unit represented the right to receive one share of The Gap, Inc. common stock.
- (2) 306 shares were issued in settlement of dividend equivalent rights on the above-referenced stock units originally granted to the reporting person on June 30, 2009. Each equivalent right was the economic equivalent of one share of The Gap, Inc. common stock.
- The reporting person is a general partner of Fisher Core Holdings L.P., a Delaware limited partnership ("Fisher Holdings"), that owns the reported securities. As a general partner of Fisher Holdings, the reporting person may be deemed to have indirect beneficial ownership of all shares of Common Stock of which Fisher Holdings has beneficial ownership. However, the reporting person disclaims beneficial ownership of all shares of Common Stock held by Fisher Holdings except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.