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SIMMONS Form 4											
March 19, 2	ЛЛ		SECU		ND EV			OMMISSION		PROVAL	
	UNITED	SIAIES		shington,			NGE C	OMMISSION	OMB Number:	3235-0287	
Check th if no lon subject t Section Form 4 o Form 5 obligatio may con	F CHAN Section 1	GES IN SECUR	BENEFI ATTIES e Securit	[CIA] ies Ez	cchange	ERSHIP OF Act of 1934, 1935 or Sectior	Expires: January 3 20 Estimated average burden hours per response 0				
See Instr 1(b).		30(h)	of the In	vestment	Compan	y Act	of 194	0			
(Print or Type	Responses)										
			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
				AP INC [GPS] Date of Earliest Transaction				(Check all applicable)			
((Month/Day/Year) 03/15/2012					Director 10% Owner Officer (give title below) Other (specify below) EVP, CFO			
	(Street)			endment, Da nth/Day/Year	-			6. Individual or Jos Applicable Line) _X_ Form filed by O	ne Reporting Per	rson	
SAN FRAN	NCISCO, CA 9410)5						Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tabl	le I - Non-D	Derivative S	Securi	ties Acqu	uired, Disposed of	, or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ansaction Date 2A. Deemed		Code (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)	
Common Stock	03/15/2012			М	27,529	А	\$0	38,873	D		
Common Stock	03/15/2012			F	12,850	D	\$ 25.64	26,023	D		
Common Stock	03/16/2012			М	75,000	А	\$0	101,023	D		
Common Stock	03/16/2012			F	35,010	D	\$ 25.39	66,013	D		
Common Stock	03/16/2012			М	15,377	А	\$0	81,390	D		

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Common Stock 03/16/2012 F 7,177 D ^{\$}_{25.39} 74,213 D

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

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 control number.

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. Transactio Code (Instr. 8)	5. Number of orDerivative 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
Restricted Stock Unit	\$ 0	03/15/2012		М	27,529	03/15/2012(2)	(3)	Common Stock	27,529
Restricted Stock Unit	\$ 0	03/16/2012		М	75,000	03/16/2012(4)	(3)	Common Stock	75,000
Restricted Stock Unit	\$ 0	03/16/2012		М	15,377	03/16/2012(5)	(3)	Common Stock	15,377

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SIMMONS SABRINA 2 FOLSOM STREET SAN FRANCISCO, CA 94105			EVP, CFO				
Signatures							
Marie Ma, Power of Attorney	03/19/2	2012					
**Signature of Reporting Person	Da	te					

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) Each restricted stock unit represents a contingent right to receive one share of Gap Inc. Common Stock.
- (2) 27,529 shares vested on March 15, 2012.
- (3) Not applicable.
- (4) 75,000 shares vested on March 16, 2012.
- (5) 15,377 shares vested on March 16, 2012.

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.