Edgar Filing: Goren Isabella D - Form 4

Form 4										
August 16, FORN	ЛЛ							-	PPROVAL	
	UNITED	STATES		RITIES A shington			COMMISSIO	N OMB Number:	3235-0287 January 31,	
Check the check	aar	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								
subject Section Form 4	to STATEN 16. or			SECUI	burden hou response	urs per				
Form 5 obligations may continue. See Instruction 1(b). 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										
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> Goren Isabella D			Symbol	er Name an		Trading	5. Relationship of Reporting Person(s) to Issuer			
			GAP II	NC [GPS]			(Check all applicable)			
(Last) (First) (Middle) TWO FOLSOM ST			3. Date of Earliest Transaction(Month/Day/Year)08/15/2012			X_ Director 10% Owner Officer (give title Other (specify below) below)				
		Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
SAN FRAI	NCISCO, CA 941	05-1205					Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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)	
Reminder: Re	port on a separate line	e for each cla	ass of sec				or indirectly			
Kenninger, Ke	port on a separate link				Perso inform requir	ns who res nation cont red to resp nys a curre	spond to the collection tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

	Derivative Security				Disposed of (D) (Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Dividend Equivalent Rights (1)	\$ 0	08/15/2012	А		104.4149		<u>(1)</u>	(1)	Common Stock	104.414

Reporting Owners

Reporting Owner Name / Address	Relationships							
Treporting of the Trans, Transion	Director 10% Owner		Officer	Other				
Goren Isabella D TWO FOLSOM ST SAN FRANCISCO, CA 94105-1205	Х							
Signatures								
By: Lisa Delgado, Power of Attorney Goren	ella	08/16/2012						
<u>**</u> Signature of Reporting Person		Date						
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).

The dividend equivalent rights accrued on stock units originally granted on 8/15/2011 and are immediately vested. Each equivalent right
 (1) is the economic equivalent of one share of Gap Inc. common stock. Shares will be delivered to the reporting person no sooner than 3 years from the date of grant, unless further deferred, or immediately upon resignation or retirement from the Board, if earlier.

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.