## Edgar Filing: GAP INC - Form 4

GAP INC Form 4												
June 08, 2009												
FORM	4									OMB A	PPROV	۹L
	UNITED	STATES		RITIES A shington				COMMISSIC	DN	OMB Number:	3235	-0287
Check this l if no longer subject to Section 16. Form 4 or Form 5 obligations	<b>STATEM</b> Filed put	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 19									Janua average urs per	ry 31, 2005 0.5
may continu See Instruct 1(b).	le.			Jtility Hol nvestmen	•	-	•	of 1935 or Sect 940	tion			
(Print or Type Res	sponses)											
			2. Issuer Name <b>and</b> Ticker or Trading Symbol GAP INC [GPS]				5. Relationship of Reporting Person(s) to Issuer					
			3. Date of Earliest Transaction					(Check all applicable)				
(Last) (First) (Middle) C/O GAP, INC, 2 FOLSOM ST.			(Month/Day/Year) 06/06/2009				X_ Director 10% Owner Officer (give title Other (specify below) below)					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>						
SAN FRANC	ISCO, CA 941	05						Person	y ivit	ne than one R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Deriva	tive Secu	urities A	cquired, Disposed	l of,	or Beneficia	lly Owne	d
	Transaction Date Ionth/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	onAcqu Dispo (Instr	(A) or	D) 15)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Fo (D (I)	Ownership rm: Direct ) or Indirect astr. 4)	7. Natur Indirect Benefici Ownersh (Instr. 4)	al 11p
Reminder: Report	t on a separate line	e for each cl	ass of sec	urities bene	Pe in re di	ersons v formatio quired t	who res on cont to resp	or indirectly. spond to the coll ained in this for ond unless the fo ntly valid OMB c	m a orm	re not	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	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Securi
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities			(Instr.

	Derivative Security				Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
				Code V	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Rights (1)	<u>(1)</u>	06/06/2009	<u>(1)</u>	А	113		<u>(1)</u>	<u>(1)</u>	Common Stock	113	\$

## **Reporting Owners**

		Relatio		
Reporting Owner Name / Address	Director	10% Owner	Officer	Other
YOUNGBLOOD DR KNEELAND C/O GAP, INC 2 FOLSOM ST. SAN FRANCISCO, CA 94105	Х			
Signatures				
David Jedrzejek, Power of Attorney	06/08	/2009		
**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).

The dividend equivalent rights accrued on stock units originally granted on June 6, 2007 and are immediately vested. Each equivalent
 (1) right 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.