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

## FORM 4

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer 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).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

FISHER ROBERT J

(First) (Last)

(Middle)

2. Issuer Name and Ticker or Trading

Symbol

GAP INC [GPS]

3. Date of Earliest Transaction (Month/Day/Year)

C/O PISCES INC, ONE MARITIME 06/30/2012

PLAZA SUITE 1400

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

5. Amount of

Securities

Beneficially

Issuer

below)

X\_ Director

Applicable Line)

Officer (give title

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

Owned Following Reported Transaction(s) (Instr. 3 and 4)

(I) (Instr. 4)

(D) or Indirect Beneficial Ownership (Instr. 4)

7. Nature of

Indirect

10% Owner

Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(Check all applicable)

Estimated average

burden hours per

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of 8. P Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Der (Month/Day/Year) Security or Exercise any Code Securities (Instr. 3 and 4) Sec

### Edgar Filing: GAP INC - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(A) or Dispos (D) (Instr.	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Ins
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Rights (1)	\$ 0	06/30/2012		A	227		<u>(1)</u>	(2)	Common Stock	227	
Stock Unit	\$ 0	06/30/2012		A	4,568	3	(3)	(2)	Common	4,568	

### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

FISHER ROBERT J
C/O PISCES INC
ONE MARITIME PLAZA SUITE 1400
SAN FRANCISCO, CA 94111

### **Signatures**

Lisa Delgado, Power of Attorney 07/02/2012

\*\*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 6/30/2010 and 6/30/2011 and are immediately vested. Each equivalent right is the economic equivalent of one share of Gap Inc. common stock. Vested shares are 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.
- (2) Not applicable.
- Each stock unit represents a contingent right to receive one share of Gap Inc. common stock. Shares are 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.

Reporting Owners 2