

FISHER WILLIAM SYDNEY
Form 4
April 25, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FISHER WILLIAM SYDNEY

2. Issuer Name and Ticker or Trading Symbol
GAP INC [GPS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE MARITIME PLAZA, SUITE 1400

3. Date of Earliest Transaction (Month/Day/Year)
04/23/2008

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

(Street)
SAN FRANCISCO, CA 94111

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 Acquired (A) or Disposed of (D) (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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	04/23/2008		S	52,957	D \$ 18.5	17,448,540	D
Common Stock	04/23/2008		S	7,600	D \$ 18.51	17,440,940	D
Common Stock	04/23/2008		S	16,535	D \$ 18.52	17,424,405	D
Common Stock	04/23/2008		S	6,566	D \$ 18.53	17,417,839	D
Common Stock	04/23/2008		S	19,531	D \$ 18.54	17,398,308	D

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Common Stock	04/23/2008	S	11,703	D	\$ 18.55	17,386,605	D	
Common Stock	04/23/2008	S	10,100	D	\$ 18.56	17,376,505	D	
Common Stock	04/23/2008	S	4,400	D	\$ 18.57	17,372,105	D	
Common Stock	04/23/2008	S	4,000	D	\$ 18.58	17,368,105	D	
Common Stock	04/23/2008	S	42,900	D	\$ 18.75	17,325,205	D	
Common Stock	04/23/2008	S	64,200	D	\$ 18.76	17,261,005	D	
Common Stock	04/23/2008	S	8,308	D	\$ 18.77	17,252,697	D	
Common Stock	04/23/2008	S	1,200	D	\$ 18.78	17,251,497	D	
Common Stock						734,027	I	By trusts
Common Stock						221,959	I	By spouse
Common Stock						5,000,000	I	By Fisher Core Holdings L.P. ⁽¹⁾

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.

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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. Transaction Code (Instr. 8)	5. Number of 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)	
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or

