

GAP INC  
Form 4  
April 28, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Last) (First) (Middle)

ONE MARITIME PLAZA, SUITE  
1400

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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

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

04/24/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

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

**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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/24/2008		S		1,290	D	\$ 18.61
Common Stock	04/24/2008		S		1,200	D	\$ 18.62
Common Stock	04/24/2008		S		1,110	D	\$ 18.63
Common Stock	04/24/2008		S		3,600	D	\$ 18.64
Common Stock	04/24/2008		S		2,050	D	\$ 18.65

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Common Stock	04/24/2008	S	1,550	D	\$ 18.66	17,240,697	D
Common Stock	04/24/2008	S	2,700	D	\$ 18.67	17,237,997	D
Common Stock	04/24/2008	S	6,933	D	\$ 18.68	17,231,064	D
Common Stock	04/24/2008	S	31,412	D	\$ 18.69	17,199,652	D
Common Stock	04/24/2008	S	18,100	D	\$ 18.7	17,181,552	D
Common Stock	04/24/2008	S	8,850	D	\$ 18.71	17,172,702	D
Common Stock	04/24/2008	S	14,800	D	\$ 18.72	17,157,902	D
Common Stock	04/24/2008	S	32,988	D	\$ 18.73	17,124,914	D
Common Stock	04/24/2008	S	14,917	D	\$ 18.74	17,109,997	D
Common Stock	04/24/2008	S	33,500	D	\$ 18.75	17,076,497	D
Common Stock	04/24/2008	S	24,900	D	\$ 18.76	17,051,597	D
Common Stock	04/24/2008	S	13,300	D	\$ 18.77	17,038,297	D
Common Stock	04/24/2008	S	27,200	D	\$ 18.78	17,011,097	D
Common Stock	04/24/2008	S	45,200	D	\$ 18.79	16,965,897	D
Common Stock	04/24/2008	S	35,314	D	\$ 18.8	16,930,583	D
Common Stock	04/24/2008	S	34,800	D	\$ 18.81	16,895,783	D
Common Stock	04/24/2008	S	28,500	D	\$ 18.82	16,867,283	D
Common Stock	04/24/2008	S	24,100	D	\$ 18.83	16,843,183	D
Common Stock	04/24/2008	S	13,922	D	\$ 18.84	16,829,261	D
Common Stock	04/24/2008	S	7,100	D	\$ 18.85	16,822,161	D
	04/24/2008	S	23,900	D		16,798,261	D

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Common Stock						\$ 18.86		
Common Stock	04/24/2008	S	45,400	D	\$ 18.87	16,752,861	D	
Common Stock	04/24/2008	S	42,764	D	\$ 18.88	16,710,097	D	
Common Stock	04/24/2008	S	26,100	D	\$ 18.89	16,683,997	D	
Common Stock	04/24/2008	S	26,806	D	\$ 18.9	16,657,191	D	

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

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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 Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

FISHER WILLIAM SYDNEY  
ONE MARITIME PLAZA, SUITE 1400  
SAN FRANCISCO, CA 94111

X

## Signatures

Jane Spray,  
Attorney-in-fact                      04/25/2008

\*\*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).

### Remarks:

This is form 1 of 2 Forms 4 filed by the reporting person on 4/28/2008 reporting transactions on 4/24/2008.

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.