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GAP INC Form 4 May 12, 200	8									
FORM	1 /					~~~	~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~		PPROVAL	_
	UNITED	STATES		RITIES A shington			E COMMISSIO	N OMB Number:	3235-0	287
Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont	6. Filed pur	rsuant to S	Section	SECUI 16(a) of th	RITIES ne Securi	ties Excha	WNERSHIP OF nge Act of 1934, of 1935 or Secti	Estimated burden hoi response	average urs per	0.5
See Instru 1(b).		30(h)	of the I	nvestmen	t Compar	ny Act of 1	1940			
(Print or Type I	Responses)									
1. Name and A BEHAR HC	ddress of Reporting	Person <u>*</u>	Symbol	er Name an NC [GPS]		Trading	5. Relationship o Issuer	of Reporting Per	rson(s) to	
(Last)	(First) (.	Middle)		of Earliest T			(Cho	eck all applicabl	e)	
C/O GAP II	NC, 2 FOLSOM	STREET		Day/Year) 2008			XDirector Officer (give below)		% Owner her (specify	
	(Street)	05		endment, D onth/Day/Yea	-	l	6. Individual or Applicable Line) _X_ Form filed by Form filed by	-	Person	
	CISCO, CA 941						Person		1 8	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	4. Securit nAcquired Disposed (Instr. 3, 4) Amount	(A) or of (D) 4 and 5) (A) or	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: Rep	ort on a separate line	e for each cla	ass of sec	urities bene	-		-	otion of	SEC 1474	
					inforn requi	nation con red to resp iys a curre	spond to the colle tained in this forn 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	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				Acqui (A) or Dispo of (D) (Instr. and 5)	r sed) 3, 4,					
				Code `	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Rights	<u>(1)</u>	05/10/2008	<u>(1)</u>	А	101		<u>(1)</u>	<u>(1)</u>	Common Stock	101	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BEHAR HOWARD C/O GAP INC 2 FOLSOM STREET SAN FRANCISCO, CA 94105	Х						
Signatures							
/s/Thomas J. Lima, Power of Attorney		05/12/200)8				
**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 May 10, 2006 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

May 10, 2009 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.