GAP INC Form 4 August 19, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

1. Name and Address of Reporting Person * Tsang Katherine

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

GAP INC [GPS]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 08/16/2013

Filed(Month/Day/Year)

_X__ Director 10% Owner Other (specify Officer (give title

TWO FOLSOM ST

(City)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

below)

SAN FRANCISCO, CA 94105-1205

(State)

(Street)

(City)	(State) (Z	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 any (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	08/16/2013		M	377	A	\$0	377	D	
Common Stock	08/16/2013		M	7,090	A	\$0	7,467	D	
Common Stock	08/16/2013		F	1,679	D	\$0	5,788	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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative ctionSecurities Acquired (A) or Disposed of (D) 8) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
	Security			Code V	(4)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Dividend Equivalent Rights (1)	\$ 0	08/16/2013		A A	(A) 93.2117	(D)	(2)	(3)	Common Stock	9:
Dividend Equivalent Rights (1)	\$ 0	08/16/2013		M		377.1054	(2)	<u>(3)</u>	Common Stock	37
Stock Units (4)	\$ 0	08/16/2013		M		7,090	(5)	(3)	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
Tsang Katherine TWO FOLSOM ST SAN FRANCISCO, CA 94105-1205	X					

Signatures

By: Lisa Delgado, Power of Attorney For: Katherine
Tsang

08/19/2013

**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).
- (1) Each dividend equivalent right is the economic equivalent of one share of Gap Inc. common stock.
- The dividend equivalent rights accrued on stock units originally granted on August 16, 2010 and are immediately vested. Delivery of the shares is deferred until three years from the original stock unit grant date, or immediately upon cessation of service as a member of the Board, if earlier.
- (3) Not applicable.
- (4) Each stock unit represents a contingent right to receive one share of Gap Inc. common stock.
- (5) Each stock unit is immediately vested. However, delivery of the shares is deferred until three years from the date of grant, or immediately upon cessation of service as a member of 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.

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