**GAP INC** Form 4 August 15, 2014

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

**OMB APPROVAL** 

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Goren Isabella D

2. Issuer Name and Ticker or Trading Symbol

Issuer

TWO FOLSOM ST

(Last)

GAP INC [GPS]

(Check all applicable)

(First)

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

X\_ Director 10% Owner Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

08/15/2014

(Middle)

below)

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

Applicable Line)

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

Person

SAN FRANCISCO, CA 94105-1205

(Street)

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(IIISU. +)	(IIIsu: +)
Common Stock	08/15/2014		M	7,608	A	\$0	7,608	D	
Common Stock	08/15/2014		M	357	A	\$0	7,965	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)

#### Edgar Filing: GAP INC - Form 4

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)	1		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and	Sec
	Security				(4)	(D)	Date Exercisable	Expiration Date	Title	A N S
Dividend Equivalent Rights (1)	\$ 0	08/15/2014		Code V A	(A) 155.7531	(D)	(2)	(3)	Common Stock	1
Dividend Equivalent Rights (1)	\$ 0	08/15/2014		M		357.6589	<u>(4)</u>	(3)	Common Stock	3
Stock Units (5)	\$ 0	08/15/2014		M		7,608	(6)	(3)	Common Stock	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
Goren Isabella D TWO FOLSOM ST SAN FRANCISCO, CA 94105-1205	X					

## **Signatures**

By: Marie Ma, Power of Attorney For: Isabella
Goren

\*\*Signature of Reporting Person

Date

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## **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 15, 2011 and are immediately vested. Vested shares

  (2) are delivered to the reporting person no sooner than 3 years from the date of grant, unless further deferred, or immediately upon cessation of service as a member of the Board, if earlier.
- (3) Not applicable.
- (4) These shares were issued in settlement of dividend equivalent rights accrued on stock units granted on August 15, 2011.
- (5) Each stock unit represents a contingent right to receive one share of Gap Inc. common stock.
- (6) These shares were issued in settlement of stock units granted on August 15, 2011.

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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