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Harriss Cynthia Form 4	a										
April 26, 2006											
FORM	Δ								PPROVAL		
	UNITED	STATES		RITIES A shington			E COMMISSIO	N OMB Number:	3235-0287		
Check this b if no longer subject to Section 16. Form 4 or Form 5 obligations may continu	STATEN Filed pur _{ie.} Section 17(suant to S a) of the I	Section Public U	SECUI 16(a) of th Jtility Hol	RITIES ne Securit ding Con	Estimated burden hou response	Estimated average burden hours per response 0.5				
<i>See</i> Instruction 30(h) of the Investment Company Act of 1940 1(b).											
(Print or Type Res	sponses)										
1. Name and Address of Reporting Person <u>*</u> Harriss Cynthia			2. Issuer Name and Ticker or Trading Symbol GAP INC [GPS]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle) 3. Date of Earliest Transaction				(Ch	eck all applicabl	e)				
C/O GAP INC	(Month/Day/Year) 04/24/2006			Director 10% Owner X Officer (give title Other (specify below) below) President, Gap North America							
				endment, D onth/Day/Yea	-	1	 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)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of. or Beneficia	llv Owned		
	Transaction Date Ionth/Day/Year)	Execution any	ed Date, if	3. Transactio Code (Instr. 8)	4. Securiti mAcquired Disposed	es (A) or of (D) • 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		
Reminder: Report	t on a separate line	for each cl	ass of sec	urities bene	Perso inform requir	ns who res ation cont ed to resp ys a curre	or indirectly. spond to the colle tained in this forr ond unless the fo ntly valid OMB co	n are not orm	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 of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Performance Units	(1)	04/24/2006		А		100,000		(2)	(2)	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Harriss Cynthia C/O GAP INC. TWO FOLSOM ST SAN FRANCISCO, CA 94105-1205			President, Gap North America					
Signatures								

Thomas J. Lima, by Power of Attorney

**Signature of Reporting Person

04/26/2006 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 performance unit represents a contingent right to receive one share of Gap Inc. common stock.

Subject to continued employment and the attainment of Gap Inc. cumulative earnings targets (as defined in and determined under the
 (2) 1996 Stock Option and Award Plan, as amended) for the period beginning on January 29, 2006 and ending on February 2, 2008, the option will vest in two equal annual installments beginning April 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.