

Sunnucks Stephen
Form 4
March 20, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sunnucks Stephen

(Last) (First) (Middle)

TWO FOLSOM ST

(Street)

SAN FRANCISCO, CA 94105-1205

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/18/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below) below)

Global President, Gap

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/18/2013		A	(A) or (D) Amount 11,015 (1)	\$ 0 150,802	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 36.45	03/18/2013		A	90,000	(2) 03/18/2023	Common Stock	90,000
Performance Shares (3)	\$ 0	03/18/2013		A	11,015 (4)	(5) (6)	Common Stock	11,015
Restricted Stock Unit (7)	\$ 0	03/18/2013		A	82,304	(8) (8)	Common Stock	82,304

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sunnucks Stephen TWO FOLSOM ST SAN FRANCISCO, CA 94105-1205			Global President, Gap	

Signatures

By: Lisa Delgado, Power of Attorney For: Stephen Sunnucks

03/20/2013

__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).

- Represents shares issued upon completion of a three year (2010-2012) performance cycle under the Company's Long-Term Growth Program. For additional information on the Company's Long-Term Growth Program, please see the Company's Proxy Statement for its 2012 Annual Shareholders Meeting, available on gapinc.com.
- (1) Program. For additional information on the Company's Long-Term Growth Program, please see the Company's Proxy Statement for its 2012 Annual Shareholders Meeting, available on gapinc.com.
 - (2) The options under this grant become exercisable in four equal annual installments beginning one year from date of grant. Date of grant is 10 years prior to expiration date.
 - (3) Each Performance Share represents a contingent right to receive one share of Gap Inc. Common Stock.
 - (4) Represents Performance Shares earned following completion of a three year (2010-2012) performance cycle under the Company's Long-Term Growth Program.
 - (5) Shares will vest on March 18, 2014.
 - (6) Not applicable.
 - (7) Each restricted stock unit represents a contingent right to receive one share of Gap Inc. Common Stock.

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(8) 41,152 shares vest on March 18, 2015 and 41,152 shares vest on March 18, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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