**GAP INC** Form 4 June 24, 2014

### FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

Form 4 or Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

may continue. See Instruction

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 * SIMMONS SABRINA |          | ting Person * | 2. Issuer Name <b>and</b> Ticker or Trading Symbol   | 5. Relationship of Reporting Person(s) to Issuer  |  |  |  |
|---|----------|---------------|--|---|--|--|--|
| (Last)  | (First)  | (Middle)      | GAP INC [GPS]  3. Date of Earliest Transaction       | (Check all applicable)  |  |  |  |
| TWO FOLSOM ST   |          |               | (Month/Day/Year)<br>06/23/2014                       | Director 10% Owner Selection Other (special below) Below) EVP CFO                                 |  |  |  |
|   | (Street) |               | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person |  |  |  |
| SAN FRANCISCO, CA 94105-1205                              |          |               |  | Form filed by More than One Reporting Person  |  |  |  |

#### SAN FRANCISCO, CA 94105-1205 (Ctata)

(7:n)

| (City)                               | (State)                                 | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |  |  |  |  |  |
|--------------------------------------|---|--|--|--|--|--|--|--|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                      | ransaction Disposed of (D) Sec ode (Instr. 3, 4 and 5) Bet | Amount of 6. 7. Nature of curities Ownership Indirect neficially Form: Beneficial owned Direct (D) Ownership |  |  |  |  |
|                                      |   | (Nonda Day, Teal)  | Fol<br>Rej<br>(A) Tra                                      | ported (I) ansaction(s) (Instr. 4) str. 3 and 4)   |  |  |  |  |
| Common<br>Stock                      | 06/23/2014                              |  | (1) 12,369 D \$\\\41.7417 0                                | D  |  |  |  |  |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exer | cisable and | 7. Title and    | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|--------------|-------------|-----------------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | orNumber   | Expiration D | ate         | Amount of       | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/  | Year)       | Underlying      | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivativ  | e            |             | Securities      | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities | 3            |             | (Instr. 3 and 4 | )           | Own    |
|             | Security    |                     |                    |            | Acquired   |              |             |                 |             | Follo  |
|             | ·           |                     |                    |            | (A) or     |              |             |                 |             | Repo   |
|             |             |                     |                    |            | Disposed   |              |             |                 |             | Trans  |
|             |             |                     |                    |            | of (D)     |              |             |                 |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |              |             |                 |             |        |
|             |             |                     |                    |            | 4, and 5)  |              |             |                 |             |        |
|             |             |                     |                    |            |            |              |             | Amoun           | f           |        |
|             |             |                     |                    |            |            |              |             | or              | ·           |        |
|             |             |                     |                    |            |            | Date         | Expiration  | Title Numbe     | r           |        |
|             |             |                     |                    |            |            | Exercisable  | Date        | of              | ı           |        |
|             |             |                     |                    | Code V     | (A) (D)    |              |             | Shares          |             |        |

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

SIMMONS SABRINA TWO FOLSOM ST

**EVP CFO** 

SAN FRANCISCO, CA 94105-1205

## **Signatures**

By: Marie Ma, Power of Attorney For: Sabrina 06/24/2014 Simmons

> \*\*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) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on April 22, 2014.

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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