**GAP INC** Form 4 July 01, 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. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 5 obligations **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)

2. Issuer Name and Ticker or Trading SHATTUCK MAYO A III Issuer Symbol GAP INC [GPS] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner Officer (give title \_ Other (specify TWO FOLSOM ST 06/30/2014

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

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

#### SAN FRANCISCO, CA 94105-1205

1. Name and Address of Reporting Person \*

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securi		r	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	Disposed (Instr. 3,	,	1	Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(IIISU. 4)	(msu. 4)
Common Stock	06/30/2014		M	6,906	A	\$0	78,307	D	
Common Stock	06/30/2014		M	337	A	\$0	78,644	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)

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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. 5. Number of Derivative TransactionSecurities Acquired (A) Code or Disposed of (D) (Instr. 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						Date Exercisable	Expiration Date	Title	An Nu Sha
Dividend Equivalent Rights (1)	\$ 0	06/30/2014		Code V A	(A) 280.6438	(D)	(2)	(3)	Common Stock	28
Dividend Equivalent Rights (1)	\$ 0	06/30/2014		M		337.898	<u>(4)</u>	<u>(3)</u>	Common Stock	3
Stock Units (5)	\$ 0	06/30/2014		M		6,906	<u>(6)</u>	(3)	Common Stock	
Stock Units (5)	\$ 0	06/30/2014		A	3,368		<u>(7)</u>	(3)	Common Stock	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
reporting 6 wher runne / runness	Director	10% Owner	Officer	Other		
SHATTUCK MAYO A III TWO FOLSOM ST SAN FRANCISCO, CA 94105-1205	X					

# **Signatures**

By: Marie Ma, Power of Attorney For: Mayo A.
Shattuck

07/01/2014

\*\*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 June 30, 2011, June 30, 2012 and June 30, 2013 and are immediately vested. Vested shares 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 June 30, 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 June 30, 2011.
- (7) Each stock unit is immediately vested. However, delivery of the shares is deferred until three years from the date of grant, unless further deferred, 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.

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