

GAP INC
Form 3
February 02, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol	
Â Goldfarb Solomon			02/01/2015	GAP INC [GPS]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
TWO FOLSOM ST					
(Street)				(Check all applicable)	
				___ Director	___ 10% Owner
				<u> X </u> Officer	___ Other
SAN FRANCISCO, Â CA Â 94105-1205				(give title below)	(specify below)
(City)	(State)	(Zip)		EVP, Digital & Customer Exp.	
					6. Individual or Joint/Group Filing(Check Applicable Line)
					<u> X </u> Form filed by One Reporting Person
					___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	711	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Non-Qualified Stock Option (right to buy)	Â (1)	03/14/2021	Common Stock	1,250	\$ 21.79	D	Â
Non-Qualified Stock Option (right to buy)	Â (1)	03/12/2022	Common Stock	15,000	\$ 25.09	D	Â
Non-Qualified Stock Option (right to buy)	Â (1)	03/18/2023	Common Stock	10,000	\$ 36.45	D	Â
Non-Qualified Stock Option (right to buy)	Â (1)	03/17/2024	Common Stock	10,000	\$ 42.2	D	Â
Restricted Stock Unit (2)	Â (3)	Â (4)	Common Stock	25,038	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goldfarb Solomon TWO FOLSOM ST SAN FRANCISCO, CA 94105-1205	Â	Â	Â EVP, Digital & Customer Exp.	Â

Signatures

By: David Jedrzejek, Power of Attorney For: Solomon Goldfarb

02/02/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 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.

(2) Each restricted stock unit represents a contingent right to receive one share of Gap Inc. Common Stock.

(3) Represents seven grants of Restricted Stock Units (RSUs). The RSU grants vest as follows: 2,500 shares vest on 03/12/2015; 1,250 shares vest on 03/14/2015; 5,428 shares vest on 03/18/2015; 1,715 shares vest on 03/17/2016; 5,429 shares vest on 03/18/2016; 1,500 shares vest on 08/14/2016; 2,000 shares vest on 11/10/2016; 1,716 shares vest on 03/17/2017; 1,500 shares vest on 08/14/2017; and 2,000 shares vest on 11/10/2017.

(4) Not applicable.

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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