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GAP INC Form 4										
July 01, 2015										
FORM	4								PPROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							NOMB Number:	3235-0287		
Check this b if no longer subject to Section 16. Form 4 or Form 5 obligations may continu	rsuant to S (a) of the l	Section (Public U	SECU 16(a) of the second sec	RITIES he Securi lding Con	ities Excha mpany Act	NNERSHIP OF age Act of 1934, of 1935 or Section		urs per		
See Instructi 1(b).		30(h)	of the I	nvestmen	t Compa	ny Act of 1	.940			
(Print or Type Resp	ponses)									
1. Name and Address of Reporting Person <u>*</u> WARRIOR PADMASREE			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer				
				GAP INC [GPS]			(Check all applicable)			
(Last) (First) (Middle) TWO FOLSOM ST			3. Date of Earliest Transaction (Month/Day/Year) 06/30/2015			X_ Director 10% Owner Officer (give title Other (specify below) below)				
(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 Form filed by More than One Reporting 				
SAN FRANCI	SCO, CA 941	05-1205					Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	e Securities A	Acquired, Disposed of	of, or Beneficia	ally Owned	
	Fransaction Date onth/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3, Amount	(A) or l of (D) 4 and 5) (A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report	on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.			
					inforı requi	nation con red to resp ays a curre	spond to the colle tained in this form ond unless the for ntly valid OMB co	i are not rm	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	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

	Derivative Security				Disposed of (Instr. 3, 4, 5)				
			Code	V	(A)	(D) Date Exercisab	Expiration Date	Title	Amount or Number of Shares
Dividend Equivalent Rights	\$ 0 <u>(1)</u>	06/30/2015	А		58.7349	(2)	(3)	Common Stock	58.7349
Stock Units	\$ 0 <u>(4)</u>	06/30/2015	А		3,667	(5)	(3)	Common Stock	3,667

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
WARRIOR PADMASREE TWO FOLSOM ST SAN FRANCISCO, CA 94105-1205	Х						
Signatures							
By: Marie Ma Power of Attorney For	r [.] Padmas	ree					

Warrior War, Power of Attorney For: Padmasree	07/01/2015		
**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 June 30, 2014 and are immediately vested. Vested shares are(2) 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) Each stock unit represents a contingent right to receive one share of Gap Inc. common stock.
- (5) 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. 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.