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GAP INC Form 4									
July 05, 2017									
FORM 4									PPROVAL
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								N OMB Number:	3235-0287
Check this box if no longer subject to Section 16. Form 4 or Form 5		NGES IN SECUI	Expires: Estimated burden hou response	urs per					
obligations may continue. <i>See</i> Instruction 1(b).	Section 17((a) of the I	Public U	tility Hol	ding Co		of 1935 or Section	on	
(Print or Type Respon	nses)								
1. Name and Address of Reporting Person <u>*</u> Gardner Tracy			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
			GAP II	NC [GPS]			(Check all applicable)		
(Last) (First) (Middle) TWO FOLSOM ST			 Date of Earliest Transaction (Month/Day/Year) 06/30/2017 			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 FRANCISO	CO, CA 941	05-1205					Person		eporting
(City) ((State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned
	ansaction Date th/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	Disposed (Instr. 3,	(A) or 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)
					Amount				
Reminder: Report on	a separate line	e for each cla	ass of sec	urities bene	Perso inforr requi	ons who res nation con red to resp ays a curre	or indirectly. 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	TransactionDerivative		TransactionDerivative Exp		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 (D) (Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Dividend Equivalent Rights (1)	\$ 0	06/30/2017	А		175.4234		(2)	(3)	Common Stock	175.423
Stock Units (4)	\$ 0	06/30/2017	А		7,276		(5)	(3)	Common Stock	7,276

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Gardner Tracy TWO FOLSOM ST SAN FRANCISCO, CA 94105-1205	Х						
Signatures							
By: Marie Ma, Power of Attorney For Gardner	r: Tracy		07/05/2017				

**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, 2016 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.
- Each stock unit is immediately vested. However, delivery of the shares is deferred until three years from the date of grant, unless further (5) 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.