Edgar Filing: Gruber Julie - Form 4/A

Form 4/A December 0'	7 2017										
FORN	Л	статғс	SFCUE	DITIFS A	ND FX	сна	NCF	COMMISSION		PROVAL	
		STATES		shington,					OMB Number:	3235-0287	
Check th if no long subject to Section 1 Form 4 c Form 5	F CHANGES IN BENEFICIAL OWNERSHIP						Expires: January 31, 2005 Estimated average burden hours per response 0.5				
obligatio may cont See Instr 1(b).	ns Section 17(a) of the	Public U		ling Con	npan	y Act of	e Act of 1934, f 1935 or Section 40	1		
(Print or Type l	Responses)										
1. Name and Address of Reporting Person <u>*</u> Gruber Julie			2. Issuer Name and Ticker or Trading Symbol GAP INC [GPS]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (1	Middle)	3. Date of	f Earliest Tr	ansaction			(Chech	c all applicable)	
TWO FOLSOM STREET 12/ (Street) 4. If File			(Month/Day/Year) 12/04/2017					Director 10% Owner X Officer (give title Other (specify below) EVP & Global General Counsel			
				endment, Da nth/Day/Year 017	-	1		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City)	(State)	(Zip)	Tabl	le I - Non-D	erivative	Secur	ities Aco	uired, Disposed of	or Beneficial	v Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ransaction Date 2A. Deemed		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	12/04/2017			M <u>(1)</u>	7,133	А	\$ 19.68	24,583.3872	D		
Common Stock	12/04/2017			S <u>(1)</u>	7,133	D	\$ 34	17,450.3872	D		

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shares
Non-Qualifed Stock Option (right to buy)	\$ 19.68	12/04/2017		M <u>(1)</u>	7,133	(2)	03/17/2018	Common Stock	7,133

Reporting Owners

Reporting Owner Name / Address	Relationships						
D	virector	10% Owner	Officer	Other			
Gruber Julie TWO FOLSOM STREET SAN FRANCISCO, CA 94105			EVP & Global General Counsel				
Signatures							
Marie Ma, Power of Attorney for J Gruber	Julie	1	2/07/2017				
**Signature of Reporting Person			Date				
Explanation of Resp	oons	ses:					

- * 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) This amendment on Form 4/A is being filed solely to amend the footnote disclosure for the filing on 12/6/2017 to state "The exercise and sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on January 9, 2017."
- (2) This option represented a right to purchase a total of 7,333 shares exercisable in four equal annual installments beginning on March 17, 2009, which was the first anniversary of the date on which the option was granted.

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.