Gardner Tracy Form 4 November 13, 2018

Check this box

if no longer

Section 16.

Form 4 or

obligations

Form 5

subject to

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

**OMB** 3235-0287 Number:

**OMB APPROVAL** 

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January 31,

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

2. Issuer Name and Ticker or Trading

**SECURITIES** 

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Gardner Tracy

Symbol

(Middle)

(Zip)

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(First)

GAP INC [GPS] 3. Date of Earliest Transaction

(Check all applicable)

TWO FOLSOM ST

(Month/Day/Year)

11/11/2018

X\_ Director Officer (give title

10% Owner Other (specify

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I. Non Derivative Securities Acquired Disposed of an Panaficially Ov

below)

SAN FRANCISCO, CA 94105-1205 (State)

(Street)

(3)	()	1 able	: 1 - Non-De	erivative S	securi	ties Ac	quirea, Disposea (	oi, or Beneficia	ny Ownea
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securi		nr.	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(Month Bay) Tear)	any	Code	Disposed of (D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and (A) or	5)	Owned Following Reported Transaction(s)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	11/11/2018		M	544	A	\$0	544	D	
Common Stock	11/11/2018		M	5,257	A	\$0	5,801	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)

#### Edgar Filing: Gardner Tracy - Form 4

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. Transaction Code (Instr. 8)	ransactionSecurities Acquired (A) or ode Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and	Sec
	Security						Date Exercisable	Expiration Date	Title	A N S
Dividend Equivalent Rights	\$ 0	11/11/2018		Code V A	(A) 195.3541	(D)	<u>(1)</u>	(2)	Common Stock	1
Dividend Equivalent Rights	\$ 0	11/11/2018		M		544.9617	(3)	(2)	Common Stock	5
Stock Units	\$ 0	11/11/2018		M		5,257	<u>(4)</u>	(2)	Common Stock	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
. 8	Director	10% Owner	Officer	Other			
Gardner Tracy TWO FOLSOM ST SAN FRANCISCO, CA 94105-1205	X						

## **Signatures**

By: Marie Ma, Power of Attorney For: Tracy
Gardner

\*\*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).

The dividend equivalent rights accrued on stock units originally granted on November 11, 2015 and are immediately vested. Vested

(1) 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.

- (2) Not applicable.
- (3) These shares were issued in settlement of dividend equivalent rights accrued on stock units granted on November 11, 2015.
- (4) These shares were issued in settlement of stock units granted on November 11, 2015.

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.

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