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GAP INC Form 4												
July 01, 2015												
FORM A									OMB APPROVAL			
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 obligations may continue. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 19 Section 17(a) of the Public Utility Holding Company Act of 1935 or S							nge Act of 1934, of 1935 or Secti	Estimated burden hou response	urs per			
<i>See</i> Instruction 30(h) of the Investment Company Act of 1940 1(b).												
(Print or Type Respo	onses)											
1. Name and Address of Reporting Person <u>*</u> SHATTUCK MAYO A III			2. Issuer Name and Ticker or Trading Symbol GAP INC [GPS]				5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (Middle)		-	•		(Check all applicable)					
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 FRANCIS	CO, CA 941	05-1205					Person	More than One K	eporting			
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned			
	ansaction Date nth/Day/Year)	2A. Deemo 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	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Reminder: Report or	n a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.					
					inforr requi	mation con red to resp ays a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n 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		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	\$ 0 <u>(1)</u>	06/30/2015	А		268.0333		(2)	(3)	Common Stock	268.033
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				
SHATTUCK MAYO A III								
TWO FOLSOM ST	Х							
SAN FRANCISCO, CA 94105-1205								
Signatures								

By: Marie Ma, Power of Attorney For: Mayo A. Shattuck III

**Signature of Reporting Person

07/01/2015

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, 2012, June 30, 2013 and June 30, 2014 and are(2) immediately vested. Vested 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.

- (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.