GAP INC Form 4 August 13, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES

obligations may continue. See Instruction 1(b).

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

GAP INC., 2 FOLSOM STREET

1. Name and Address of Reporting Person * Murphy Glenn

2. Issuer Name and Ticker or Trading Symbol

GAP INC [GPS]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 08/10/2007

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_X__ Director 10% Owner X_ Officer (give title Other (specify below)

Chairman and CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN FRANCISCO, CA 94105

(City)	(State)	(Zip) Tal	ole I - Non-	-Derivative	Secu	rities Acc	quired, Disposed	of, or Benefic	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)
Common Stock	08/10/2007		P	600	A	\$ 15.31	1,861	I	By Corporation $\underline{(1)}$
Common Stock	08/10/2007		P	6,200	A	\$ 15.32	8,061	I	By Corporation $\underline{(1)}$
Common Stock	08/10/2007		P	2,700	A	\$ 15.33	10,761	I	By Corporation
Common Stock	08/10/2007		P	1,900	A	\$ 15.34	12,661	I	By Corporation

								<u>(1)</u>
Common Stock	08/10/2007	P	700	A	\$ 15.35	13,361	I	By Corporation
Common Stock	08/10/2007	P	7,100	A	\$ 15.36	20,461	I	By Corporation
Common Stock	08/10/2007	P	1,100	A	\$ 15.37	21,561	I	By Corporation (1)
Common Stock	08/10/2007	P	5,500	A	\$ 15.38	27,061	I	By Corporation
Common Stock	08/10/2007	P	3,200	A	\$ 15.39	30,261	I	By Corporation
Common Stock	08/10/2007	P	2,800	A	\$ 15.4	33,061	I	By Corporation
Common Stock	08/10/2007	P	6,200	A	\$ 15.41	39,261	I	By Corporation
Common Stock	08/10/2007	P	4,900	A	\$ 15.42	44,161	I	By Corporation
Common Stock	08/10/2007	P	900	A	\$ 15.43	45,061	I	By Corporation
Common Stock	08/10/2007	P	1,600	A	\$ 15.44	46,661	I	By Corporation
Common Stock	08/10/2007	P	1,500	A	\$ 15.45	48,161	I	By Corporation
Common Stock	08/10/2007	P	3,100	A	\$ 15.46	51,261	I	By Corporation
Common Stock	08/10/2007	P	12,500	A	\$ 15.58	63,761	I	By Corporation
Common Stock	08/10/2007	P	12,500	A	\$ 15.59	76,261	I	By Corporation (1)

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Common Stock	08/10/2007	P	25,100	A	\$ 15.6	101,361	I	By Corporation
Common Stock	08/10/2007	P	200	A	\$ 15.61	101,561	I	By Corporation
Common Stock	08/10/2007	P	300	A	\$ 15.62	101,861	I	By Corporation
Common Stock	08/10/2007	P	400	A	\$ 15.63	102,261	I	By Corporation
Common Stock	08/10/2007	P	26,700	A	\$ 15.64	128,961	I	By Corporation
Common Stock	08/10/2007	P	5,200	A	\$ 15.65	134,161	I	By Corporation
Common Stock	08/10/2007	P	2,800	A	\$ 15.66	136,961	I	By Corporation
Common Stock	08/10/2007	P	300	A	\$ 15.67	137,261	I	By Corporation (1)
Common Stock	08/10/2007	P	1,000	A	\$ 15.68	138,261	I	By Corporation (1)
Common Stock	08/10/2007	P	1,900	A	\$ 15.69	140,161	I	By Corporation
Common Stock	08/10/2007	P	800	A	\$ 15.7	140,961	I	By Corporation
Common Stock	08/10/2007	P	2,100	A	\$ 15.71	143,061	I	By Corporation (1)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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1. Titl Deriv Secur (Instr.	ative ity	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transac Code (Instr. 8	5. tiorNumber of) Derivativ Securities Acquired (A) or Disposed of (D)	s I	ate	Amou Under Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
					Code \	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
Treporting of the remaining of the remai	Director	10% Owner	Officer	Other				
Murphy Glenn GAP INC. 2 FOLSOM STREET SAN FRANCISCO, CA 94105	X		Chairman and CEO					

Signatures

/s/ Ingrid Freire, Power of Attorney 08/13/2007

**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) The reporting person is the sole shareholder of this corporation.

Remarks:

This is Form 1 of 2 Forms 4 filed by the reporting person on 8/13/07.

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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