

GAP INC
Form 4
September 13, 2007

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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)

1. Name and Address of Reporting Person *
POLLITT BYRON H JR

(Last) (First) (Middle)

C/O GAP INC., TWO FOLSOM ST

(Street)

SAN FRANCISCO, CA 94105-1205

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GAP INC [GPS]

3. Date of Earliest Transaction (Month/Day/Year)
09/11/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP, Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | Price | |
| Common Stock | 09/11/2007 | | M | | 49,259 | A \$ 14.23 | 54,627 D |
| Common Stock | 09/11/2007 | | M | | 75,000 | A \$ 17.62 | 129,627 D |
| Common Stock | 09/11/2007 | | M | | 100,000 | A \$ 17.79 | 229,627 D |
| Common Stock | 09/11/2007 | | M | | 43,750 | A \$ 17.84 | 273,377 D |
| Common Stock | 09/11/2007 | | S | | 267,909 | D \$ 18 | 5,468 D |

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Common Stock 09/11/2007 S 100 D \$ 18.008 5,368 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. Transaction Code (Instr. 8) | 5. Number of 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 of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Option (Right to Buy) | \$ 14.23 | 09/11/2007 | | M | 49,259 | <u>(1)</u> 01/27/2013 | Common Stock 49,259 |
| Employee Stock Option (Right to Buy) | \$ 17.62 | 09/11/2007 | | M | 75,000 | <u>(2)</u> 03/23/2014 | Common Stock 75,000 |
| Employee Stock Option (Right to Buy) | \$ 17.79 | 09/11/2007 | | M | 100,000 | <u>(1)</u> 01/27/2013 | Common Stock 100,000 |
| Employee Stock Option (Right to Buy) | \$ 17.84 | 09/11/2007 | | M | 43,750 | <u>(3)</u> 03/13/2016 | Common Stock 43,750 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

POLLITT BYRON H JR
C/O GAP INC.
TWO FOLSOM ST
SAN FRANCISCO, CA 94105-1205

EVP, Chief
Financial
Officer

Signatures

/s/ Thomas J. Lima, Power of
Attorney

09/13/2007

__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) This option was 100% vested and exercisable on 1/27/2007.
- (2) This option vests 25% annually beginning on 03/23/2005.
- (3) This option vests 25% annually beginning 3/13/2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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