

Wyatt John T.  
Form 4/A  
March 25, 2011

**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 \*  
Wyatt John T.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O GAP INC., 2 FOLSOM STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/16/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President, Old Navy

SAN FRANCISCO, CA 94105  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
03/18/2011

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)	(A) or (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	03/16/2011		M	29,736	A	\$ 0 155,903	D	
Common Stock	03/16/2011		F	10,907	D	\$ 21.53 144,996	D	
Common Stock	03/17/2011		M	8,146	A	\$ 0 153,142	D	
Common Stock	03/17/2011		F	2,987	D	\$ 21.68 150,155 <sup>(5)</sup>	D	
Common Stock						14,299	I	Wyatt Family Trust



## Edgar Filing: Wyatt John T. - Form 4/A

- (4) 8,146 shares vested on 3/17/11.
- (5) This Form 4/A amends the Form 4 filed by the reporting person on 3/18/11 in which the amount of securities beneficially owned was overstated by 14,299 shares.

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.