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GAP INC Form 4											
June 09, 200	8										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287		
Check thi if no long subject to Section 1 Form 4 or Form 5	Ger STATEN 6. r	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							January 31, 2005 average urs per . 0.5		
Form 5 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 R	Responses)										
1. Name and Address of Reporting Person <u>*</u> DE SOLE DOMENICO			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			00/00/2000				below)	below)	below)		
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)				1	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 					
SAN FRAN	CISCO, CA 941	05					Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tat	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price		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)			
D 1 1 D		C 1 1	C								
Keminder: Kep	ort on a separate line	e for each cl	ass of sec	urities bene	Perso inform requir	ns who res nation cont ed to respo	or indirectly. spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		

number.

 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	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Securi

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(Instr. 3)	Price of Derivative Security	(Month/Day		(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Instr.
				Code V	′ (A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Rights	<u>(1)</u>	06/06/2008	<u>(1)</u>	А	103	<u>(1)</u>	<u>(1)</u>	Common Stock	103	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DE SOLE DOMENICO C/O GAP, INC. 2 FOLSOM STREET SAN FRANCISCO, CA 94105	Х						
Signatures							
/s/ Thomas J. Lima, Power of Attorney	06/09/2008						
**Signature of Reporting Person	E	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 June 6, 2007 and are immediately vested. Each equivalent

(1) right is the economic equivalent of one share of Gap Inc. common stock. Shares will be delivered to the reporting person no sooner than June 6, 2010 or immediately upon resignation or retirement from 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.