

GAP INC
Form 4
December 16, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
FISHER DORIS F

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)
TWO FOLSOM STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2010

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Honorary Director

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

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 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)	
				(A) or (D)	Price			
Common Stock	12/15/2010		S	271,434	D	\$ 21.0101	46,035,883 I	By trusts (2)
Common Stock	12/16/2010		S	475,000	D	\$ 21.2501	45,560,883 I	By trusts (2)
Common Stock	12/16/2010		S	80,000	D	\$ 21.1777	45,480,883 I	By trusts (2)

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

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