**GAP INC** Form 4 March 20, 2009

# FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response...

Form 4 or Form 5 obligations may continue. See Instruction

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

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1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FISHER DORIS F	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)	GAP INC [GPS]  3. Date of Earliest Transaction	(Check all applicable)		
TWO FOLSOM STREET	(Month/Day/Year) 03/20/2009	_X_ Director 10% Owner Officer (give title below) Other (specify below)		
(Street)	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		
SAN FRANCISCO, CA 94105		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative Secu	ırities A	Acquir	red, Disposed of,	or Beneficiall	y 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. Securities A oner Disposed of (Instr. 3, 4 and	(A) or	l (A)	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	03/20/2009		J <u>(1)</u>	20,000,000 (1)	A	\$ 0 (2)	63,127,061	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

#### Edgar Filing: GAP INC - Form 4

Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio		6. Date Exerc Expiration Da	ite	7. Title at Amount of	of	8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of		any (Month/Day/Year)	Code (Instr. 8)	of Derivative	(Month/Day/	y ear)	Underlyin Securities	_	Security (Instr. 5)	Secur Bene
(111801. 5)	Derivative		(Monui/Day/Tear)	(IIISII. 0)	Securities			(Instr. 3 a		(IIISu. 5)	Own
	Security				Acquired				, ,		Follo
					(A) or						Repo
					Disposed						Trans
					of (D) (Instr. 3,						(Instr
					4, and 5)						
				Code V	(A) (D)	Date	Expiration	Title An	nount		
						Exercisable	Date	or			
								Nu of	ımber		
									ares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FISHER DORIS F							
TWO FOLSOM STREET	X						
SAN FRANCISCO, CA 94105							

# **Signatures**

Jane Spray,
Attorney-in-fact 03/20/2009

\*\*Signature of Reporting 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).
- Distribution of shares from Fisher Core Holdings L.P. ("Fisher Holdings") to the Reporting Person. The Reporting Person, through a (1) family trust, is the limited partner of Fisher Holdings and accordingly has no voting or dispositive control over any of the shares held by Fisher Holdings.
- (2) The distribution of shares by Fisher Holdings involved no consideration.

#### Remarks:

The transaction reported on this Form 4 is also reported on a Form 4 filed by Donald G. Fisher.

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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