

GAP INC
Form 3
February 02, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement (Month/Day/Year) | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Goldfarb Solomon | | | 02/01/2015 | GAP INC [GPS] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| TWO FOLSOM ST | | | | | |
| (Street) | | | | (Check all applicable) | |
| | | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| SAN FRANCISCO,Â CAÂ 94105-1205 | | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | | EVP, Digital & Customer Exp. | |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 711 | D | Â |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

(Instr. 5)

| | | | | | | | |
|---|-------|------------|--------------|--------|----------|---|---|
| Non-Qualified Stock Option (right to buy) | Â (1) | 03/14/2021 | Common Stock | 1,250 | \$ 21.79 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (1) | 03/12/2022 | Common Stock | 15,000 | \$ 25.09 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (1) | 03/18/2023 | Common Stock | 10,000 | \$ 36.45 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (1) | 03/17/2024 | Common Stock | 10,000 | \$ 42.2 | D | Â |
| Restricted Stock Unit (2) | Â (3) | Â (4) | Common Stock | 25,038 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Goldfarb Solomon TWO FOLSOM ST SAN FRANCISCO, CA 94105-1205 | Â | Â | Â EVP, Digital & Customer Exp. | Â |

Signatures

By: David Jedrzejek, Power of Attorney For: Solomon Goldfarb

02/02/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) The options under this grant become exercisable in four equal annual installments beginning one year from date of grant. Date of grant is 10 years prior to expiration date.

(2) Each restricted stock unit represents a contingent right to receive one share of Gap Inc. Common Stock.

(3) Represents seven grants of Restricted Stock Units (RSUs). The RSU grants vest as follows: 2,500 shares vest on 03/12/2015; 1,250 shares vest on 03/14/2015; 5,428 shares vest on 03/18/2015; 1,715 shares vest on 03/17/2016; 5,429 shares vest on 03/18/2016; 1,500 shares vest on 08/14/2016; 2,000 shares vest on 11/10/2016; 1,716 shares vest on 03/17/2017; 1,500 shares vest on 08/14/2017; and 2,000 shares vest on 11/10/2017.

(4) Not applicable.

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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