

GAP INC
Form 3
January 14, 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 Owen Andi | | | 01/05/2015 | 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 | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| SAN FRANCISCO,Â CAÂ 94105-1205 | | | | Glob. Pres, Banana Republic | |
| (City) | (State) | (Zip) | | | |

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) |
|------------------------------------|--|---|--|

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) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

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| | | | | | | | |
|---|-------|------------|--------------|--------|----------|---|---|
| Non-Qualified Stock Option (right to buy) | Â (1) | 03/14/2021 | Common Stock | 7,500 | \$ 21.79 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (1) | 03/15/2020 | Common Stock | 7,500 | \$ 23.07 | 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 | 20,000 | \$ 36.45 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (1) | 03/17/2024 | Common Stock | 25,000 | \$ 42.2 | D | Â |
| Restricted Stock Unit (2) | Â (3) | Â (4) | Common Stock | 44,408 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------------------------|
| | Director | 10% Owner | Officer | Other |
| Owen Andi TWO FOLSOM ST SAN FRANCISCO, CA 94105-1205 | Â | Â | Â | Glob. Pres, Banana Republic Â |

Signatures

By: David Jedrzejek, Power of Attorney For: Andi Owen 01/14/2015

__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 six grants of Restricted Stock Units (RSUs). The RSU grants vest as follows: 7,984 shares vest on 03/12/2015; 10,687 shares vest on 03/18/2015; 7,525 shares vest on 03/17/2016; 10,687 shares vest on 03/18/2016 and 7,525 shares vest on 03/17/2017.
- (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. 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.