

Sunnucks Stephen  
 Form 3  
 November 09, 2012

**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<br>(Month/Day/Year) | 3. Issuer Name and Ticker or Trading Symbol                                |  |
| Â Sunnucks Stephen                        |         |          | 11/05/2012   | 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 |
| SAN FRANCISCO,Â CAÂ 94105-1205            |         |          |  | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
| (City)                                    | (State) | (Zip)    |  | Global President, Gap Brand  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 101,811  | 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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect (I) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|--|
|   | Date Exercisable      Expiration Date                       | Title      Amount or Number of Shares  |  |  |  |

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(Instr. 5)

|   |       |            |              |         |          |   |   |
|---|-------|------------|--------------|---------|----------|---|---|
| Non-Qualified Stock Option (right to buy) | Â (1) | 03/16/2019 | Common Stock | 125,000 | \$ 11.77 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (2) | 03/13/2016 | Common Stock | 130,000 | \$ 17.84 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (2) | 03/17/2018 | Common Stock | 125,000 | \$ 19.68 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (1) | 03/14/2021 | Common Stock | 100,000 | \$ 21.79 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (1) | 03/15/2020 | Common Stock | 100,000 | \$ 23.07 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (1) | 03/12/2022 | Common Stock | 100,000 | \$ 25.09 | D | Â |
| Restricted Stock Unit (3)                 | Â (4) | Â (5)      | Common Stock | 229,116 | \$ 0     | D | Â |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Sunnucks Stephen<br>TWO FOLSOM ST<br>SAN FRANCISCO, CA 94105-1205 | Â             | Â         | Â Global President, Gap Brand | Â     |

## Signatures

By: Lisa Delgado, Power of Attorney For: Stephen Sunnucks 11/09/2012

\_\_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) This option was fully vested and exercisable.
- (3) Each restricted stock unit represents a contingent right to receive one share of Gap Inc. Common Stock.
- (4) Represents three grants of Restricted Stock Units (RSUs). The RSU grants vest as follows: 29,116 vest on 03/15/2013; 50,000 vest on 03/12/2014 and 50,000 vest on 03/12/2015; 50,000 vest on 03/14/2013 and 50,000 vest on 03/14/2014.
- (5) 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.