

Bazzano Dara
Form 4
March 20, 2018

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 *
Bazzano Dara

(Last) (First) (Middle)
TWO FOLSOM ST
(Street)

SAN FRANCISCO, CA 94105-1205

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GAP INC [GPS]

3. Date of Earliest Transaction (Month/Day/Year)
03/16/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP & Chief Accounting Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) Code V Amount (D) Price			
Common Stock	03/16/2018		M	2,025 A \$ 0 ⁽¹⁾	4,859	D	
Common Stock	03/16/2018		F	699 D \$ 31.74	4,160	D	
Common Stock	03/17/2018		M	775 A \$ 0 ⁽¹⁾	4,935	D	
Common Stock	03/17/2018		F	267 D \$ 31.74	4,668	D	
Common Stock	03/19/2018		M	1,200 A \$ 30.18	5,868	D	

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Common Stock	03/19/2018	M	1,500	A	\$ 23.54	7,368	D
Common Stock	03/19/2018	S	6,860	D	\$ <u>(2)</u>	508	D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 23.54	03/19/2018		M	1,500	<u>(3)</u> 03/13/2027	Common Stock 1,500
Non-Qualified Stock Option (right to buy)	\$ 30.18	03/19/2018		M	1,200	<u>(4)</u> 03/14/2026	Common Stock 1,200
Restricted Stock Unit	\$ 0 <u>(1)</u>	03/16/2018		M	775	<u>(5)</u> <u>(5)</u>	Common Stock 775
Restricted Stock Unit	\$ 0 <u>(1)</u>	03/16/2018		M	1,250	<u>(6)</u> <u>(6)</u>	Common Stock 1,250
Restricted Stock Unit	\$ 0 <u>(1)</u>	03/17/2018		M	775	<u>(7)</u> <u>(7)</u>	Common Stock 775

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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Bazzano Dara
TWO FOLSOM ST
SAN FRANCISCO, CA 94105-1205

VP & Chief
Accounting
Officer

Signatures

By: JoAnne Zinman, Power of Attorney For: Dara
Bazzano

03/20/2018

__Signature of Reporting Person

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).

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

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

(2) \$32.312 to \$32.33, inclusive. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transactions were effected.

(3) On March 13, 2017, the reporting person was granted an option to purchase a total of 6,000 shares, vesting in four equal annual installments beginning on the first anniversary of the grant date.

(4) On March 14, 2016, the reporting person was granted an option to purchase a total of 4,800 shares, vesting in four equal annual installments beginning on the first anniversary of the grant date.

(5) On March 16, 2015, the reporting person was granted 3,100 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date.

(6) On March 16, 2015 the reporting person was granted 2,500 restricted stock units, vesting in two equal annual installments beginning on the second anniversary of the grant date.

(7) On March 17, 2014, the reporting person was granted 3,100 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date.

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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