

GAP INC
Form 4
March 17, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Silten Roberta

(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)
03/16/2017

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)

EVP, Talent & Sustainability

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	03/16/2017		M	1,587 A \$ 0 ⁽¹⁾	26,449.034	D	
Common Stock	03/16/2017		F	610 D \$ 23.93	25,839.034	D	
Common Stock	03/17/2017		M	2,000 A \$ 0 ⁽¹⁾	27,839.034	D	
Common Stock	03/17/2017		F	734 D \$ 24.1	27,105.034	D	
Common Stock	03/17/2017		M	3,186 A \$ 0 ⁽¹⁾	30,291.034	D	

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Common Stock 03/17/2017 F 1,197 D \$ 24.1 29,094.034 D

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

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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 Acquired (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 Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Unit	\$ 0 ⁽¹⁾	03/16/2017		M	1,587	⁽²⁾ ⁽²⁾	Common Stock	1,587
Restricted Stock Unit	\$ 0 ⁽¹⁾	03/17/2017		M	2,000	⁽³⁾ ⁽³⁾	Common Stock	2,000
Restricted Stock Unit	\$ 0 ⁽¹⁾	03/17/2017		M	3,186	⁽⁴⁾ ⁽⁴⁾	Common Stock	3,186

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Silten Roberta TWO FOLSOM ST SAN FRANCISCO, CA 94105-1205			EVP, Talent & Sustainability	

Signatures

By: Frances Turalba, Power of Attorney For: Bobbi Silten 03/17/2017

__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.
- (2) On March 16, 2015 the reporting person was granted 3,174 restricted stock units, vesting in two equal annual installments beginning on the second anniversary of the grant date.
- (3) On March 17, 2014 the reporting person was granted 4,000 restricted stock units, vesting in two equal annual installments beginning on the second anniversary of the grant date.
- (4) On March 17, 2014 the reporting person was granted 6,371 restricted stock units, vesting in two equal annual installments beginning on the second 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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