

Chapman Paul Joseph
Form 4
March 16, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chapman Paul Joseph

(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)
03/14/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP & CIO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	03/14/2018		M	9,275 A	\$ 0 ⁽¹⁾ 11,148	D	
Common Stock	03/14/2018		F	2,991 D	\$ 32.42 8,157	D	
Common Stock	03/16/2018		M	2,091 A	\$ 0 ⁽¹⁾ 10,248	D	
Common Stock	03/16/2018		F	673 D	\$ 31.74 9,575	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 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. Pr Deriv Secu (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	\$ 0 ⁽¹⁾	03/14/2018		M		9,275		⁽²⁾	⁽²⁾	Common Stock	9,275	\$
Restricted Stock Unit	\$ 0 ⁽¹⁾	03/16/2018		M		2,091		⁽³⁾	⁽³⁾	Common Stock	2,091	\$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Chapman Paul Joseph TWO FOLSOM ST SAN FRANCISCO, CA 94105-1205	EVP & CIO

Signatures

By: JoAnne Zinman, Power of Attorney For: Paul
Chapman

03/16/2018

__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.

(2) On March 14, 2016 the reporting person was granted 20,000 restricted stock units, vesting in two equal annual installments beginning on the second anniversary of the grant date. Certain shares were withheld for payment of employment tax liability arising as a result of the reporting person reaching retirement eligibility. For details on the tax withholding, please see the Form 4 filed with the Commission on behalf of the reporting person on November 17, 2017.

(3)

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On March 16, 2015 the reporting person was granted 4,338 restricted stock units, vesting in two equal annual installments beginning on the second anniversary of the grant date. Certain shares were withheld for payment of employment tax liability arising as a result of the reporting person reaching retirement eligibility. For details on the tax withholding, please see the Form 4 filed with the Commission on behalf of the reporting person on November 17, 2017.

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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