

GAP INC
Form 3
May 18, 2005

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 3. Issuer Name and Ticker or Trading Symbol
 Å Shanahan Lauri M 05/13/2005 GAP INC [GPS]
 (Last) (First) (Middle)

C/O THE GAP, INC., Å TWO
FOLSOM STREET

(Street)

(Check all applicable)

4. Relationship of Reporting Person(s) to Issuer 5. If Amendment, Date Original Filed(Month/Day/Year)
 (Check all applicable)
 ___ Director ___ 10% Owner
X Officer ___ Other
 (give title below) (specify below)
 EVP and General Counsel
 6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

SAN FRANCISCO, Å CA Å 94105-1205
 (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) |
|---------------------------------|---|--|---|
| Common Stock | 2,639.62 | D | Å |

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

SEC 1473 (7-02)

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

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| | | | | Shares | | (I) (Instr. 5) | |
|-----------------------------|---------------------------|------------|--------------|---------|------------|-------------------|---|
| Stock Option (right to buy) | 03/31/2000 ⁽¹⁾ | 03/31/2008 | Common Stock | 11,250 | \$ 15.1562 | D | Â |
| Stock Option (right to buy) | 03/31/2001 | 03/31/2008 | Common Stock | 42,187 | \$ 20.2083 | D | Â |
| Stock Option (right to buy) | 09/09/2001 ⁽²⁾ | 09/09/2008 | Common Stock | 84,375 | \$ 25.9861 | D | Â |
| Stock Option (right to buy) | 10/02/2001 | 10/02/2008 | Common Stock | 2,250 | \$ 21.1389 | D | Â |
| Stock Option (right to buy) | 03/29/2002 ⁽³⁾ | 03/29/2009 | Common Stock | 31,500 | \$ 44.4375 | D | Â |
| Stock Option (right to buy) | 04/10/2001 ⁽⁴⁾ | 04/10/2010 | Common Stock | 54,000 | \$ 45.5625 | D | Â |
| Stock Option (right to buy) | 10/30/2001 ⁽⁵⁾ | 10/30/2010 | Common Stock | 60,000 | \$ 23.3125 | D | Â |
| Stock Option (right to buy) | 10/19/2002 ⁽⁶⁾ | 10/19/2011 | Common Stock | 108,000 | \$ 14.27 | D | Â |
| Stock Option (right to buy) | 03/07/2004 ⁽⁷⁾ | 03/07/2013 | Common Stock | 140,000 | \$ 12.87 | D | Â |
| Stock Option (right to buy) | 03/08/2005 ⁽⁸⁾ | 03/08/2014 | Common Stock | 112,500 | \$ 21.55 | D | Â |
| Stock Option (right to buy) | 03/11/2006 ⁽⁹⁾ | 03/11/2015 | Common Stock | 90,000 | \$ 22.42 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shanahan Lauri M C/O THE GAP, INC. TWO FOLSOM STREET SAN FRANCISCO, CA 94105-1205 | Â | Â | Â EVP and General Counsel | Â |

Signatures

Frank Garcia, by Power of Attorney 05/18/2005

**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) 5,625 options vest on 3/31/2000 and 5,625 options vest on 3/31/2002.

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- (2) Options vest in 3 equal annual installments of 28,125 beginning on 9/9/2001.
- (3) 15,750 options vest on 3/29/2002 and 15,750 options vest on 3/29/2003.
- (4) Options vest in 4 equal annual installments of 13,500 beginning on 4/10/2001.
- (5) Options vest in 4 equal annual installments of 15,000 beginning on 10/30/2001.
- (6) Options vest in 4 equal annual installments of 27,000 beginning on 10/19/2002.
- (7) Options vest in 4 equal annual installments of 35,000 beginning on 3/7/2004.
- (8) Options vest in 4 equal annual installments of 28,125 beginning on 3/8/2005.
- (9) Options vest in 4 equal annual installments of 22,500 beginning on 3/11/2006.

Â

Remarks:

Ms.Â Shanahan'sÂ titleÂ isÂ ExecutiveÂ ViceÂ President,Â GeneralÂ Counsel,Â ChiefÂ ComplianceÂ OfficerÂ andÂ Corp

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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