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Form 4										
June 04, 2009									PPROVAL	
FORM 4	UNITED	STATES					E COMMISSIO	-	3235-0287	
Check this boy if no longer subject to Section 16. Form 4 or		Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								
Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Section 17(a) of the l	Public U	Itility Hol	ding Co		nge Act of 1934, a of 1935 or Secti 1940			
(Print or Type Respo	onses)									
1. Name and Addres Montoya Jorge I	2. Issuer Name and Ticker or Trading Symbol GAP INC [GPS]				5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (Middle) 3. Date of Earliest Transaction					(Check all applicable)				
C/O GAP INC.,	(Month/Day/Year) 06/03/2009			X_ Director 10% Owner Officer (give title Other (specify below) below)						
SAN FRANCIS	4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting						
	(State)	(Zip)				~	Person			
		-					Acquired, Disposed		-	
	ansaction Date nth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	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)	
Reminder: Report of	n a separate line	e for each cl	ass of sec	urities bene	Perso inforr requi	ons who res nation con red to resp ays a curre	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Securi
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities			(Instr.

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	Derivative Security					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Rights (1)	<u>(1)</u>	06/03/2009	<u>(1)</u>	А	104		<u>(1)</u>	<u>(1)</u>	Common Stock	104	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Montoya Jorge P C/O GAP INC. TWO FOLSOM ST SAN FRANCISCO, CA 94105-1205	Х					
Signatures						
David Jedrzejek, Power of Attorney	06/04	/2009				
<u>**</u> Signature of Reporting Person	Da	te				

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).

The dividend equivalent rights accrued on stock units originally granted on June 3, 2008 and are immediately vested. Each equivalent
 (1) right is the economic equivalent of one share of Gap Inc. common stock. Shares will be delivered to the reporting person no sooner than 3 years from the date of grant, unless further deferred, or immediately upon resignation or retirement from the Board, if earlier.

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.