

Shanahan Lauri M
Form 4
March 18, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Shanahan Lauri M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
GAP INC., 2 FOLSOM STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/14/2008

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
EVP, Chief Legal&Admin Officer

SAN FRANCISCO, CA 94105

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
			Code	V	Amount or Price		
Common Stock	03/14/2008		M		2,200 A \$ 14.27	4,940.28	D
Common Stock	03/14/2008		S		2,200 D \$ 20.29	2,740.28	D
Common Stock	03/18/2008		M		11,300 A \$ 14.27	14,040.28	D
Common Stock	03/18/2008		M		50,000 A \$ 17.84	64,040.28	D
Common Stock	03/18/2008		S		22,620 D \$ 19.98	41,420.28	D

Edgar Filing: Shanahan Lauri M - Form 4

Common Stock	03/18/2008	S	200	D	\$ 19.985	41,220.28	D
Common Stock	03/18/2008	S	1,980	D	\$ 19.99	39,240.28	D
Common Stock	03/18/2008	S	600	D	\$ 20	38,640.28	D
Common Stock	03/18/2008	S	3,168	D	\$ 20.01	35,472.28	D
Common Stock	03/18/2008	S	4,332	D	\$ 20.02	31,140.28	D
Common Stock	03/18/2008	S	2,900	D	\$ 20.03	28,240.28	D
Common Stock	03/18/2008	S	500	D	\$ 20.04	27,740.28	D
Common Stock	03/18/2008	S	100	D	\$ 20.28	27,640.28	D
Common Stock	03/18/2008	S	14,300	D	\$ 20.29	13,340.28	D
Common Stock	03/18/2008	S	700	D	\$ 20.295	12,640.28	D
Common Stock	03/18/2008	S	7,400	D	\$ 20.3	5,240.28	D
Common Stock	03/18/2008	S	2,500	D	\$ 20.305	2,740.28	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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. Amount or Number of Shares	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A)	(D)	

Stock Option (Right to Buy)	\$ 14.27	03/14/2008	M	2,200	<u>(1)</u>	10/19/2011	Common Stock	2,200
Stock Option (Right to Buy)	\$ 14.27	03/18/2008	M	11,300	<u>(1)</u>	10/19/2011	Common Stock	11,300
Stock Option (Right to Buy)	\$ 17.84	03/18/2008	M	50,000	<u>(2)</u>	03/13/2016	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shanahan Lauri M GAP INC. 2 FOLSOM STREET SAN FRANCISCO, CA 94105			EVP, Chief Legal & Admin Officer	

Signatures

/s/ Ingrid Freire, Power of Attorney 03/18/2008

__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) These options are fully vested and exercisable.
- (2) 50,000 options vested in 2 equal annual installments beginning on March 13, 2007. The remaining 100,000 options vest in 2 equal annual installments beginning on March 13, 2009.

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.