

GAP INC

Form 3

November 04, 2013

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

**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
Â Syngal Sonia
(Last) (First) (Middle) 11/01/2013

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

4. Relationship of Reporting
Person(s) to Issuer

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

TWO FOLSOM ST

(Street)

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer ____ Other
(give title below) (specify below)
EVP, Global Supply Chain

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

SAN
FRANCISCO,Â CAÂ 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)

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

SEC 1473 (7-02)

**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.**

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)

Date Expiration
Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of
Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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Non-Qualified Stock Option (right to buy)	Â <u>(1)</u>	03/16/2019	Common Stock	1,625	\$ 11.77	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(2)</u>	03/14/2021	Common Stock	11,250	\$ 21.79	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(2)</u>	03/15/2020	Common Stock	3,750	\$ 23.07	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(2)</u>	03/12/2022	Common Stock	11,250	\$ 25.09	D	Â
Non-Qualified Stock Option (right to buy)	Â <u>(2)</u>	03/18/2023	Common Stock	10,000	\$ 36.45	D	Â
Restricted Stock Unit <u>(3)</u>	Â <u>(4)</u>	Â <u>(5)</u>	Common Stock	24,408 <u>(6)</u>	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Syngal Sonia TWO FOLSOM ST SAN FRANCISCO, CA 94105-1205	Â	Â	Â EVP, Global Supply Chain	Â

Signatures

By: Lisa Delgado, Power of Attorney For: Sonia Syngal

11/04/2013

 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) This option is fully vested and exercisable.
- (2) The options under this grant become exercisable in four equal annual installments beginning one year from date of grant. Date of grant is 10 years prior to expiration date.
- (3) Each restricted stock unit represents a contingent right to receive one share of Gap Inc. Common Stock.
- (4) The RSU grants vest as follows: 6,903 shares vest on 03/12/2014; 5,602 shares vest on 03/14/2014; 6,903 shares vest on 03/12/2015; 2,500 shares vest on 03/18/2015; and 2,500 shares vest on 03/18/2016.
- (5) Not applicable.
- (6) Represents four grants of Restricted Stock Units (RSUs).

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.