

Wyatt John T.
Form 3
August 28, 2008

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 *

Wyatt John T.

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/21/2008

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)

C/O GAP INC., 2 FOLSOM
STREET

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
President, Old Navy

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, CA 94105

(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

3,268.0092

D

À

Common Stock

14,299

I

Trust ⁽⁸⁾

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

SEC 1473 (7-02)

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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)

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

4. Conversion
or Exercise
Price of

5. Ownership
Form of
Derivative

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

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â <u>(1)</u>	03/20/2016	Common Stock	200,000	\$ 18.26	D	Â
Stock Option (Right to Buy)	Â <u>(2)</u>	03/17/2018	Common Stock	150,000	\$ 19.68	D	Â
Performance Unit <u>(3)</u>	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	10,000	\$ 0	D	Â
Performance Unit <u>(3)</u>	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	12,500	\$ 0	D	Â
Performance Unit <u>(3)</u>	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	125,000	\$ 0	D	Â
Performance Unit <u>(3)</u>	Â <u>(7)</u>	Â <u>(7)</u>	Common Stock	16,291	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wyatt John T. C/O GAP INC. 2 FOLSOM STREET SAN FRANCISCO, CA 94105	Â	Â	Â President, Old Navy	Â

Signatures

Thomas J. Lima, Power of Attorney 08/28/2008

 **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) These options become exercisable in four equal annual installments beginning March 20, 2007.
- (2) These options become exercisable in four equal annual installments beginning March 17, 2009.
- (3) Each performance unit represents a contingent right to receive one share of Gap Inc. Common Stock.
- (4) These units vest on March 20, 2009. Shares are delivered to the reporting person upon vest.
- (5) These units vest as follows: 6,250 units vest on February 1, 2009 and 6,250 units vest on February 1, 2010. Shares are delivered to the reporting person upon vest.
- (6) These units vest as follows: 62,500 units vest on November 27, 2009 and 62,500 units vest on November 27, 2010. Shares are delivered to the reporting person upon vest.
- (7) These units vest as follows: 8,145 units vest on March 17, 2010 and 8,146 units vest on March 17, 2011. Shares are delivered to the reporting person upon vest.

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(8) Shares are held indirectly through Wyatt Family Trust dated December 14, 2007.

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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