

GAP INC
Form 3
March 03, 2016

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 | |
| Â Gruber Julie | | | (Month/Day/Year) | GAP INC [GPS] | |
| (Last) | (First) | (Middle) | 02/29/2016 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| TWO FOLSOM ST | | | | | |
| (Street) | | | | (Check all applicable) | |
| SAN FRANCISCO,Â CAÂ 94105-1205 | | | | <input type="checkbox"/> Director | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | | <input checked="" type="checkbox"/> Officer | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | | EVP & Global General Counsel | |

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 | 13,873.9583 | D | Â |

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

(Instr. 5)

| | | | | | | | |
|---|--------|------------|--------------|--------|----------|---|---|
| Non-Qualified Stock Option (right to buy) | Â (1) | 03/16/2019 | Common Stock | 7,500 | \$ 11.77 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (2) | 03/17/2018 | Common Stock | 7,133 | \$ 19.68 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 03/14/2021 | Common Stock | 6,000 | \$ 21.79 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (4) | 03/15/2020 | Common Stock | 6,000 | \$ 23.07 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (5) | 03/12/2022 | Common Stock | 5,000 | \$ 25.09 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (6) | 03/18/2023 | Common Stock | 3,750 | \$ 36.45 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (7) | 03/16/2025 | Common Stock | 10,200 | \$ 41.27 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (8) | 03/17/2024 | Common Stock | 3,100 | \$ 42.2 | D | Â |
| Restricted Stock Unit (9) | Â (10) | Â (11) | Common Stock | 5,451 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gruber Julie TWO FOLSOM ST SAN FRANCISCO, CA 94105-1205 | Â | Â | Â EVP & Global General Counsel | Â |

Signatures

By: Marie Ma, Power of Attorney For: Julie Gruber 03/03/2016

**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) The option represents a right to purchase a total of 7,500 shares exercisable in four equal annual installments beginning on March 16, 2010, which was the first anniversary of the date on which the option was granted.
 - (2) The option represents a right to purchase a total of 7,333 shares exercisable in four equal annual installments beginning on March 17, 2009, which was the first anniversary of the date on which the option was granted.
 - (3) The option represents a right to purchase a total of 6,000 shares exercisable in four equal annual installments beginning on March 14, 2012, which was the first anniversary of the date on which the option was granted.
 - (4) The option represents a right to purchase a total of 6,000 shares exercisable in four equal annual installments beginning on March 15, 2011, which was the first anniversary of the date on which the option was granted.

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- (5) The option represents a right to purchase a total of 5,000 shares exercisable in four equal annual installments beginning on March 12, 2013, which was the first anniversary of the date on which the option was granted.
- (6) The option represents a right to purchase a total of 3,750 shares exercisable in four equal annual installments beginning on March 18, 2014, which was the first anniversary of the date on which the option was granted.
- (7) The option represents a right to purchase a total of 10,200 shares exercisable in four equal annual installments beginning on March 16, 2016, which is the first anniversary of the date on which the option was granted.
- (8) The option represents a right to purchase a total of 3,100 shares exercisable in four equal annual installments beginning on March 17, 2015, which was the first anniversary of the date on which the option was granted.
- (9) Each restricted stock unit represents a contingent right to receive one share of Gap Inc. Common Stock.
Represents three grants of Restricted Stock Units (RSUs). The RSU grants vest as follows: 1,250 shares vest on March 12, 2016; 775 shares vest on March 17, 2016; 938 shares vest on March 18, 2016; 775 shares vest on March 17, 2017; 938 shares vest on March 18, 2017; and 775 shares vest on March 17, 2018.
- (11) Not applicable.

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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