

GAP INC
Form 4
March 13, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
Kirwan Jeff

(Last) (First) (Middle)
TWO FOLSOM ST
(Street)

SAN FRANCISCO, CA 94105-1205

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Global President, Gap

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

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 (A) or (D) Price			
Common Stock	03/12/2015		M	3,949 A \$ 0 ⁽¹⁾	4,425.5929 ₍₂₎	D	
Common Stock	03/12/2015		F	1,459 D \$ 41.42	2,966.5929	D	
Common Stock					1,037.144	I	By 401(k) Plan

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

SEC 1474 (9-02)

number.

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. Pr Deriv Secur (Instr.	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Restricted Stock Unit	\$ 0 ⁽¹⁾	03/12/2015		M	3,949	⁽³⁾	⁽³⁾	Common Stock	3,949

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kirwan Jeff TWO FOLSOM ST SAN FRANCISCO, CA 94105-1205			Global President, Gap	

Signatures

By: David Jedrzejek, Power of Attorney For: Jeff Kirwan
Date: 03/13/2015

__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) Each restricted stock unit represents a contingent right to receive one share of Gap Inc. Common Stock.
- (2) Balance adjusted to reflect shares acquired under the Gap Inc. Employee Stock Purchase Plan.
- (3) On March 12, 2012, the reporting person was granted 7,897 restricted stock units, with 3,948 shares vesting on the second anniversary of the grant date and 3,949 shares vesting on the third anniversary of the grant date.

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. "MARGIN-LEFT: 36pt">The Notes are being issued in a private placement pursuant to Rule 144A and Section 4(2) of the Securities Act and Rule 506 of Regulation D as promulgated by the SEC under the Securities Act.

Section 8 - Other Events

Item 8.01 Other Events

On April 27, 2007, the Company issued a press release, a copy of which is furnished as Exhibit 99.1.

Section 9 - Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit 99.1 - Press release dated April 27, 2007

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERICAN REAL ESTATE PARTNERS, L.P.
(Registrant)

Date: April 27, 2007

By: AMERICAN PROPERTY INVESTORS, INC., its General Partner

By: */s/ Keith A Meister*

Keith A. Meister
Principal Executive Officer

/TABLE>

This report is an excerpt of certain highlights from our semiannual condensed consolidated financial information under U.S. GAAP that is included in a report on Form 6-K (the "Form 6-K") to be submitted to the U.S. Securities and Exchange Commission. This excerpt report does not contain all of the information that may be important to you. In addition to the items highlighted in this report, the Form 6-K includes material disclosure about Mitsubishi UFJ Financial Group, Inc., including its business and other detailed U.S. GAAP financial information. You should read the entire Form 6-K carefully to obtain a comprehensive understanding of the company's business and U.S. GAAP financial data and related issues.

This report contains forward-looking statements regarding estimations, forecasts, targets and plans in relation to the results of operations, financial condition and other general management of the company and/or the group as a whole (the "forward-looking statements"). The forward-looking statements are made based upon, among other things, the company's current expectations, perceptions, evaluations and opinions. In addition, in order for the company to adopt such estimations, forecasts, targets and plans regarding future events, certain assumptions have been made, which assumptions are inherently subjective and uncertain. The forward-looking statements should not be viewed as guarantees of future performance as actual results may be significantly different. For instance, the statements regarding realizability of the deferred tax assets or provision for credit losses are based on assumptions and other estimations with respect to economic factors, our business performance and other factors. There exist a number of factors that create uncertainties and risks, including, but not limited to, the deterioration of the Japanese and global economies and changes in the regulatory environment. For the key factors that should be considered, please see the financial highlight, the Annual Securities Report, Disclosure Book, Annual Report, Form 20-F, reports on Form 6-K and other current disclosures that the company has publicly released.

(US GAAP)

Mitsubishi UFJ Financial Group, Inc. and Subsidiaries**Condensed Consolidated Balance Sheets (Unaudited)**

(in millions of yen)	As of September 30, 2012	As of March 31, 2012
Assets:		
Cash and due from banks	3,004,711	3,230,409
Interest-earning deposits in other banks	6,651,751	5,897,732
Call loans, funds sold, and receivables under resale agreements	5,306,961	4,933,296
Receivables under securities borrowing transactions	3,386,726	3,282,656
Trading account assets	37,259,422	34,953,245
Investment securities:		
Securities available for sale	56,634,088	57,740,401
Securities being held to maturity	2,339,888	2,385,368
Other investment securities	901,699	909,765
Total investment securities	59,875,675	61,035,534
Loans, net of unearned income, unamortized premiums and deferred loan fees	91,850,878	92,298,243
Allowance for credit losses	(1,301,632)	(1,285,507)
Net loans	90,549,246	91,012,736
Premises and equipment net	1,002,709	987,474
Accrued interest	234,761	250,351
Customers acceptance liability	70,533	88,082
Intangible assets net	867,862	896,483
Goodwill	358,117	354,283
Deferred tax assets	1,020,791	950,395
Other assets	5,581,211	7,329,838
Total assets	215,170,476	215,202,514
Liabilities:		
Deposits:		
Domestic offices:		
Non-interest-bearing	14,516,551	14,980,210
Interest-bearing	99,365,370	99,610,994
Overseas offices, principally interest-bearing	25,344,264	24,902,526
Total deposits	139,226,185	139,493,730
Call money, funds purchased, and payables under repurchase agreements	17,783,595	16,368,933
Payables under securities lending transactions	4,002,677	4,978,917
Due to trust account and other short-term borrowings	11,704,511	11,508,856
Trading account liabilities	12,575,248	11,967,182
Obligations to return securities received as collateral	3,410,557	3,639,838
Bank acceptances outstanding	70,533	88,082
Accrued interest	140,243	152,836
Long-term debt	11,656,300	12,593,062
Other liabilities	5,425,724	5,552,631

Explanation of Responses:

Edgar Filing: GAP INC - Form 4

Total liabilities	205,995,573	206,344,067
Equity:		
Mitsubishi UFJ Financial Group shareholders' equity:		
Capital stock:		
Preferred stock	442,100	442,100
Common stock	1,646,035	1,645,144
Capital surplus	6,377,083	6,378,619
Retained earnings:		
Appropriated for legal reserve	239,571	239,571
Unappropriated retained earnings	984,673	482,535
Accumulated other comprehensive income, net of taxes	(794,587)	(596,400)
Treasury stock, at cost	(8,355)	(8,411)
Total Mitsubishi UFJ Financial Group shareholders' equity	8,886,520	8,583,158
Noncontrolling interests	288,383	275,289
Total equity	9,174,903	8,858,447
Total liabilities and equity	215,170,476	215,202,514

-3-

(US GAAP)

Mitsubishi UFJ Financial Group, Inc. and Subsidiaries**Condensed Consolidated Statements of Operations (Unaudited)**

(in millions of yen)	For the six months ended September 30,	
	2012	2011
Interest income:		
Loans, including fees	793,828	801,477
Deposits in other banks	13,868	21,205
Investment securities	187,884	345,662
Trading account assets	185,943	139,986
Call loans, funds sold, and receivables under resale agreements and securities borrowing transactions	32,422	49,840
Total	1,213,945	1,358,170
Interest expense:		
Deposits	113,647	113,399
Call money, funds purchased, and payables under repurchase agreements and securities lending transactions	35,295	49,431
Due to trust account, other short-term borrowings, and trading account liabilities	28,124	30,417
Long-term debt	118,009	130,900
Total	295,075	324,147
Net interest income	918,870	1,034,023
Provision for credit losses	80,012	89,342
Net interest income after provision for credit losses	838,858	944,681
Non-interest income:		
Fees and commissions income	540,963	548,822
Foreign exchange gains net	76,616	67,836
Trading account profits net	301,785	449,243
Investment securities gains (losses) net	35,712	(19,226)
Equity in earnings (losses) of equity method investees net	10,032	(515,403)
Other non-interest income	61,868	77,521
Total	1,026,976	608,793
Non-interest expense:		
Salaries and employee benefits	460,925	443,726
Occupancy expenses net	77,475	79,441
Fees and commission expenses	100,565	101,751
Outsourcing expenses, including data processing	98,725	94,868
Depreciation of premises and equipment	46,609	45,756
Amortization of intangible assets	103,007	105,321
Impairment of intangible assets	235	27,040
Insurance premiums, including deposit insurance	48,792	57,996
Communications	23,558	24,693
Taxes and public charges	33,399	31,694
Other non-interest expenses	188,940	147,172
Total	1,182,230	1,159,458

Explanation of Responses:

Edgar Filing: GAP INC - Form 4

Income before income tax expense	683,604	394,016
Income tax expense	70,518	198,806
Net income before attribution of noncontrolling interests	613,086	195,210
Net income attributable to noncontrolling interests	17,074	4,246
Net income attributable to Mitsubishi UFJ Financial Group	596,012	190,964
Income allocable to preferred shareholders:		
Cash dividends paid	8,970	8,970
Net income available to common shareholders of Mitsubishi UFJ Financial Group	587,042	181,994

(in yen)

Earnings per common share applicable to common shareholders of Mitsubishi UFJ Financial Group:

Basic earnings per common share net income available to common shareholders of Mitsubishi UFJ Financial Group	41.50	12.87
Diluted earnings per common share net income available to common shareholders of Mitsubishi UFJ Financial Group	41.44	12.82

-4-

(US GAAP)

Mitsubishi UFJ Financial Group, Inc. and Subsidiaries**Condensed Consolidated Statements of Comprehensive Income (Unaudited)**

(in millions of yen)	For the six months ended September 30,	
	2012	2011
Net income before attribution of noncontrolling interests	613,086	195,210
Net unrealized holding losses on investment securities	(171,216)	(32,408)
Net unrealized gains (losses) on derivatives qualifying for cash flow hedges	1,669	(36)
Pension liability adjustments	(1,036)	(10,701)
Foreign currency translation adjustments	(25,675)	(59,994)
Comprehensive income	416,828	92,071
Net income attributable to noncontrolling interests	17,074	4,246
Other comprehensive income attributable to noncontrolling interests	1,929	754
Comprehensive income attributable to Mitsubishi UFJ Financial Group	397,825	87,071

Credit Quality Data (Unaudited)

(in millions of yen)	As of	As of
	September 30, 2012	March 31, 2012
Nonaccrual loans	1,265,885	1,189,835
Restructured loans	972,762	923,129
Accruing loans contractually past due 90 days or more	45,404	65,577
Total	2,284,051	2,178,541
Loans	91,850,878	92,298,243
Allowance for credit losses	(1,301,632)	(1,285,507)