## Edgar Filing: GAP INC - Form 4/A

GAP INC Form 4/A											
March 26, 20	)14										
FORM	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								PPROVAL		
	UNITED	) STATES		RITIES A shington			E COMMISSIO	N OMB Number:	3235-0287 January 31,		
Check thi if no long subject to Section 1 Form 4 or Form 5 obligation may cont <i>See</i> Instru 1(b).	6. Filed pu Section 17	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 F	Responses)										
1. Name and Address of Reporting Person <u>*</u> Keiser John T.			Symbol	er Name <b>an</b> NC [GPS]		Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	(Middle)	3. Date of	of Earliest T	ransaction		(Check all applicable)				
TWO FOLSOM ST			(Month/ 03/18/2	Day/Year) 2014			Director 10% Owner X Officer (give title Other (specify below) below) EVP, Global Product Ops				
	(Street)	105 1005	4. If Amendment, Date Original Filed(Month/Day/Year) 03/19/2014				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
SAN FRAN	CISCO, CA 94	105-1205					Person		1. 6		
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
	2. Transaction Date (Month/Day/Year)		Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	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 Indirect Beneficial Ownership (Instr. 4)		
Reminder Ren	ort on a separate lin	e for each al	ass of see	urities bene	ficially own	ed directly	or indirectly				
Kennider: Kep	on on a separate in		ass 01 sec	unues dene	Perso inform requir	ns who rest nation cont ed to resp ys a curre	spond to the collect tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Mo	nth/Day/Year)	(Instr. 8)	or (I (I	-	osed of				
					Code V	. (A	A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares $(1)$	\$ 0	03/18/2014			М		1	2,807 (2)	(3)	<u>(3)</u>	Common Stock	12,807
Reporting Owners												
Reporting (	<b>Dwner Name / Address</b> Dir				Relation	ship	ps					
			Director	10% Owner	Officer		Other					

03/26/2014

Date

Keiser John T. TWO FOLSOM ST EVP, Global Product Ops SAN FRANCISCO, CA 94105-1205

## Signatures

By: Lisa Delgado, Power of Attorney For: John T. Keiser

\*\*Signature of Reporting Person

## **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 Performance Share represents a contingent right to receive one share of Gap Inc. Common Stock.

Represents Performance Shares earned following completion of a three-year (2010 - 2012) Performance cycle and a one-year vesting
 (2) period under the Company's Long-Term Growth Program. This amendment is being filed to report these derivative securities as a disposition and not as an acquisition of derivative securities as previously reported.

- (3) Not applicable.
- (4) This amendment is being filed to correct the balance of Performance Shares beneficially owned by the reporting person following the reported transaction.

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.