

GAP INC

Form 4

January 23, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FISHER DONALD G

(Last) (First) (Middle)

TWO FOLSOM STREET

(Street)

SAN FRANCISCO, CA 94105

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/19/2006

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	01/19/2006		S		6,679	D	\$ 17.16	64,507,010	D
Common Stock	01/19/2006		S		22,121	D	\$ 17.17	64,484,889	D
Common Stock	01/19/2006		S		32,000	D	\$ 17.18	64,452,889	D
Common Stock	01/19/2006		S		50,800	D	\$ 17.19	64,402,089	D
Common Stock	01/19/2006		S		44,900	D	\$ 17.2	64,357,189	D
	01/19/2006		S		1,600	D		64,355,589	D

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Common Stock						\$ 17.21			
Common Stock	01/19/2006	S	11,400	D		\$ 17.22	64,344,189	D	
Common Stock	01/19/2006	S	15,800	D		\$ 17.23	64,328,389	D	
Common Stock	01/19/2006	S	40,500	D		\$ 17.24	64,287,889	D	
Common Stock	01/19/2006	S	47,500	D		\$ 17.25	64,240,389	D	
Common Stock	01/19/2006	S	13,800	D		\$ 17.26	64,226,589	D	
Common Stock	01/19/2006	S	800	D		\$ 17.27	64,225,789	D	
Common Stock	01/19/2006	S	7,900	D		\$ 17.28	64,217,889	D	
Common Stock	01/19/2006	S	4,200	D		\$ 17.29	64,213,689	D	
Common Stock							4,581,281	I	By trusts

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

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(9-02)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

FISHER DONALD G
TWO FOLSOM STREET
SAN FRANCISCO, CA 94105

01/23/2006

Date _____

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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