

SCHNEIDER JAMES M  
Form 4/A  
June 07, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
**SCHNEIDER JAMES M**

(Last) (First) (Middle)

C/O GAP, INC., 2 FOLSOM ST.

(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)  
**06/03/2010**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**06/07/2010**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 06/06/2010                           |  | M                              | 5,446 A \$ 0  | 13,238  | D  |                                   |
| Common Stock                    | 06/06/2010                           |  | M                              | 312 A \$ 0  | 13,550  | D  |                                   |

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 number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: SCHNEIDER JAMES M - Form 4/A

| 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. P             |                 |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
| Dividend Equivalent Rights <sup>(1)</sup>  | <u>(1)</u>   | 06/03/2010                           |  | A                              |   | 92   |   | <u>(1)</u>       | <u>(1)</u>      | Common Stock | 92                         |
| Dividend Equivalent Rights <sup>(2)</sup>  | <u>(2)</u>   | 06/06/2010                           |  | A                              |   | 96   |   | <u>(2)</u>       | <u>(2)</u>      | Common Stock | 96                         |
| Stock Units <sup>(3)</sup>                 | \$ 0   | 06/06/2010                           |  | M                              |   | 5,446  |   | <u>(4)</u>       | <u>(4)</u>      | Common Stock | 5,446                      |
| Dividend Equivalent Rights <sup>(2)</sup>  | \$ 0   | 06/06/2010                           |  | M                              |   | 312  |   | <u>(5)</u>       | <u>(5)</u>      | Common Stock | 312                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SCHNEIDER JAMES M<br>C/O GAP, INC.<br>2 FOLSOM ST.<br>SAN FRANCISCO, CA 94105 |               | X         |         |       |

## Signatures

David Jdrzejek, Power of Attorney  
Date: 06/07/2010

           \*\*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).

The dividend equivalent rights accrued on stock units originally granted on June 3, 2008 and are immediately vested. Each equivalent

(1) right is the economic equivalent of one share of Gap Inc. common stock. Shares will be delivered to the reporting person no sooner than 3 years from the date of grant, unless further deferred, or immediately upon resignation or retirement from the Board, if earlier.

The dividend equivalent rights accrued on stock units originally granted on June 6, 2007 and are immediately vested. Each equivalent

(2) right is the economic equivalent of one share of Gap Inc. common stock. Shares will be delivered to the reporting person no sooner than 3 years from the date of grant, unless further deferred, or immediately upon resignation or retirement from the Board, if earlier.

## Edgar Filing: SCHNEIDER JAMES M - Form 4/A

- Each stock unit represents a contingent right to receive one share of Gap, Inc. Common Stock. Shares will be delivered to the reporting
- (3) person no sooner than 3 years from the date of grant, unless further deferred, or immediately upon resignation or retirement from the Board, if earlier.
  - (4) 5,446 shares were delivered June 7, 2010.
  - (5) 312 shares were delivered on 6/7/2010.

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.