

GAP INC  
Form 4  
September 13, 2007

**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 \*  
**POLLITT BYRON H JR**

(Last) (First) (Middle)

C/O GAP INC., 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)  
**09/11/2007**

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)  
**EVP, Chief Financial Officer**

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	Price	
Common Stock	09/11/2007		M		49,259	A \$ 14.23	54,627 D
Common Stock	09/11/2007		M		75,000	A \$ 17.62	129,627 D
Common Stock	09/11/2007		M		100,000	A \$ 17.79	229,627 D
Common Stock	09/11/2007		M		43,750	A \$ 17.84	273,377 D
Common Stock	09/11/2007		S		267,909	D \$ 18	5,468 D

Edgar Filing: GAP INC - Form 4

Common Stock 09/11/2007 S 100 D \$ 18.008 5,368 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)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 14.23	09/11/2007		M		49,259		<u>(1)</u>	01/27/2013	Common Stock	49,259
Employee Stock Option (Right to Buy)	\$ 17.62	09/11/2007		M		75,000		<u>(2)</u>	03/23/2014	Common Stock	75,000
Employee Stock Option (Right to Buy)	\$ 17.79	09/11/2007		M		100,000		<u>(1)</u>	01/27/2013	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 17.84	09/11/2007		M		43,750		<u>(3)</u>	03/13/2016	Common Stock	43,750

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

POLLITT BYRON H JR  
C/O GAP INC.  
TWO FOLSOM ST  
SAN FRANCISCO, CA 94105-1205

EVP, Chief  
Financial  
Officer

## Signatures

/s/ Thomas J. Lima, Power of  
Attorney

09/13/2007

\_\_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) This option was 100% vested and exercisable on 1/27/2007.
- (2) This option vests 25% annually beginning on 03/23/2005.
- (3) This option vests 25% annually beginning 3/13/2007.

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.