

Curran Shawn
Form 3
October 12, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement (Month/Day/Year) | 3. Issuer Name and Ticker or Trading Symbol | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| A Curran Shawn | | | 10/11/2017 | GAP INC [GPS] | | |
| (Last) | (First) | (Middle) | | | | |
| TWO FOLSOM ST | | | | | | |
| (Street) | | | | (Check all applicable) | | |
| SAN FRANCISCO, CA 94105-1205 | | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person | |
| | | | | EVP, Glob Sup Chain & Prod Ops | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 5,984.6549 | D | A |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

| | | | | | | (I) (Instr. 5) | |
|---|-------|------------|--------------|--------|----------|-------------------|---|
| Non-Qualified Stock Option (right to buy) | Â (1) | 03/13/2027 | Common Stock | 50,000 | \$ 23.54 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (2) | 03/12/2022 | Common Stock | 3,750 | \$ 25.09 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (3) | 03/14/2026 | Common Stock | 66,000 | \$ 30.18 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (4) | 03/18/2023 | Common Stock | 5,000 | \$ 36.45 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (5) | 03/16/2025 | Common Stock | 20,000 | \$ 41.27 | D | Â |
| Non-Qualified Stock Option (right to buy) | Â (6) | 03/17/2024 | Common Stock | 10,000 | \$ 42.2 | D | Â |
| Restricted Stock Unit | Â (7) | Â (8) | Common Stock | 48,502 | \$ 0 (9) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Curran Shawn TWO FOLSOM ST SAN FRANCISCO, CA 94105-1205 | Â | Â | Â EVP, Glob Sup Chain & Prod Ops | Â |

Signatures

By: JoAnne Zinman, Power of Attorney For: Shawn Curran
10/12/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) On March 13, 2017, the reporting person was granted an option to purchase a total of 50,000 shares, vesting in four equal annual installments beginning on the first anniversary of the grant date
- (2) 3,750 options became exercisable on March 12, 2016.
- (3) On March 14, 2016, the reporting person was granted two separate options to purchase a total of 66,000 shares, vesting in four equal annual installments beginning on the first anniversary of the grant date.
- (4) 2,500 options became exercisable on March 18, 2016 and 2,500 options became exercisable on March 18, 2017.
- (5) On March 16, 2015, the reporting person was granted an option to purchase a total of 20,000 shares, vesting in four equal annual installments beginning on the first anniversary of the grant date.
- (6) On March 17, 2014, the reporting person was granted an option to purchase a total of 10,000 shares, vesting in four equal annual installments beginning on the first anniversary of the grant date.
- (7)

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On October 11, 2017, the reporting person was granted 15,000 Restricted Stock Units, vesting in two equal annual installments beginning on the second anniversary of the grant date.

(8) Not applicable.

(9) Each restricted stock unit represents a contingent right to receive one share of Gap Inc. Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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