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SCHNEIDE	R JAMES M												
Form 4													
October 08, 2	2010												
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL				
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287			
Check th			8*	Expires:	January 31,								
if no long subject to Section 1 Form 4 o	6. SIAIE M	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES											
Form 5 obligatio may cont <i>See</i> Instru 1(b).	ns Section 17(a	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 I	Responses)												
1. Name and Address of Reporting Person <u>*</u> SCHNEIDER JAMES M			2. Issuer Name and Ticker or Trading Symbol GAP INC [GPS]						5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (N					insaction			(Check all applicable)				
C/O GAP, INC., 2 FOLSOM ST.			(Month/Day/Year) 10/06/2010						_X_Director10% Owner Officer (give titleOther (specify below)Other (specify				
				4. If Amendment, Date Original Filed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
SAN FRAN	CISCO, CA 9410)5							Form filed by M Person	Iore than One Re	eporting		
(City)	(State)	(Zip)	Table	e I - No	n-De	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any				4. Securit n(A) or Dia (D) (Instr. 3, 4	sposed	of	Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Common Stock	10/06/2010			G	V	1,000	D	\$0	12,550	D			
Common Stock	10/08/2010			М		17,160	А	\$0	29,170	D			
Common Stock	10/08/2010			М		385	А	\$0	30,095	D			

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

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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. Transactio Code (Instr. 8)	5. Number of iorDerivative 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. l De Seo (In
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units (1)	\$ 0	10/08/2010		М		17,160	(2)	(2)	Common Stock	17,160	
Div. Equiv. Rights <u>(3)</u>	<u>(3)</u>	10/08/2010		А	96		10/08/2010	(4)	Common Stock	96	
Div. Equiv. Rights <u>(3)</u>	<u>(3)</u>	10/08/2010		М		385	(5)	(5)	Common Stock	385	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer Other				
SCHNEIDER JAMES M C/O GAP, INC. 2 FOLSOM ST. SAN FRANCISCO, CA 94105	Х						
Signatures							

David Jedrzejek, Power of Attorney 10/08/2010

<u>**</u>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).

Each stock unit represents a contingent right to receive one share of Gap Inc. common stock. Shares will be delivered to the reporting(1) 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 reporting person's service on the Board ended October 8, 2010.

(2) 17,160 shares were delivered on October 8, 2010.

(3) The dividend equivalent rights accrued on stock units originally granted on June 3, 2008, June 30, 2009 and June 30, 2010, and are immediately vested. Each equivalent right is the economic equivalent of one share of Gap Inc. common stock. Shares are 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 reporting person's service on the Board ended October 8, 2010.

- (4) Not applicable.
- (5) 385 shares were delivered on October 8, 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.