GAP INC Form 5 March 14, 2014

#### FORM 5

#### **OMB APPROVAL**

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

OMB Number: 3235-0362 January 31,

no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box if

Expires: 2005

IGES IN BENEFICIAL Estimated average

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

burden hours per response... 1.0

See Instruction
1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported

Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer FISHER ROBERT J Symbol GAP INC [GPS] (Check all applicable) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (Month/Day/Year) \_X\_ Director \_X\_\_ 10% Owner Officer (give title Other (specify 02/01/2014 below) below) ONE MARITIME PLAZA, SUITE 1400 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year)

SAN FRANCISCO, CAÂ 94111

\_X\_ Form Filed by One Reporting Person \_\_ Form Filed by More than One Reporting Person

(check applicable line)

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 7. Nature of Acquired (A) or Transaction Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code Disposed of (D) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Direct (D) Ownership of Issuer's or Indirect (Instr. 4) (A) Fiscal Year (I) or (Instr. 3 and 4) (Instr. 4) Amount (D) Price Common Â Â 12/20/2013 G 2,169 D \$0 9,436,289 D Stock Common 12/20/2013 Â G 362 A \$0 9,436,289 D Â Stock Common Â 12/20/2013 G 362 A \$0 123,329 Ι By spouse Stock Â Â Â Â Â Common Â 27,000,000 By Fisher Stock Core Holdings

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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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

E

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

FISHER ROBERT J

ONE MARITIME PLAZA, SUITE 1400 Â X Â X Â Â

SAN FRANCISCO, CAÂ 94111

### **Signatures**

Jane Spray,
Attorney-in-fact

\*\*Signature of Reporting

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 reporting person is a general partner of Fisher Core Holdings L.P., a Delaware limited partnership ("Fisher Holdings") that owns the reported securities. As a general partner of Fisher Holdings, the reporting person may be deemed to have indirect beneficial ownership of all 81,000,000 shares of Gap Common Stock of which Fisher Holdings has beneficial ownership. However, the reporting person

(1) all 81,000,000 shares of Gap Common Stock of which Fisher Holdings has beneficial ownership. However, the reporting person disclaims beneficial ownership of all shares of Gap Common Stock held by Fisher Holdings except to the extent of his direct and indirect pecuniary interest therein.

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

Reporting Owners 2

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ential persons who are to respond to the collection of information contained in this form are not required to respond unless the furrently valid OMB number.	form displays