

HUGHES PENELOPE L
 Form 4/A
 May 05, 2009

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 *
 HUGHES PENELOPE L

2. Issuer Name and Ticker or Trading Symbol
 GAP INC [GPS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 04/30/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)
 05/04/2009

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (A) or (D) Price			
Common Stock	04/30/2009		M		15,000 A \$ 9.54	17,000	D	
Common Stock	04/30/2009		S ⁽²⁾		10,090 D \$ 15.5152	6,910	D	
Common Stock	04/30/2009		M		1,316 A \$ 3.66	8,226	D	
Common Stock	04/30/2009		S ⁽²⁾		461 D \$ 15.5152	7,765	D	
Common Stock	04/30/2009		M		1,666 A \$ 4.1	9,431	D	
	04/30/2009		S ⁽²⁾		624 D	8,807	D	

Edgar Filing: HUGHES PENELOPE L - Form 4/A

Common Stock					\$	15.5152	
Common Stock	04/30/2009	M	1,307	A	\$ 4.46	10,114	D
Common Stock	04/30/2009	S ⁽²⁾	515	D	\$ 15.5152	9,599	D
Common Stock	04/30/2009	M	1,430	A	\$ 4.78	11,029	D
Common Stock	04/30/2009	S ⁽²⁾	589	D	\$ 15.5152	10,440	D
Common Stock	04/30/2009	M	1,730	A	\$ 4.63	12,170	D
Common Stock	04/30/2009	S ⁽²⁾	699	D	\$ 15.5152	11,471	D
Common Stock	04/30/2009	M	1,230	A	\$ 5.56	12,701	D
Common Stock	04/30/2009	S ⁽²⁾	559	D	\$ 15.5152	12,142	D
Common Stock	04/30/2009	M	1,155	A	\$ 5.63	13,297	D
Common Stock	04/30/2009	S ⁽²⁾	530	D	\$ 15.5152	12,767	D
Common Stock	04/30/2009	M	1,260	A	\$ 5.03	14,027	D
Common Stock	04/30/2009	S ⁽²⁾	536	D	\$ 15.5152	13,491	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)		Title

Edgar Filing: HUGHES PENELOPE L - Form 4/A

					Date Exercisable	Expiration Date		Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 9.54	04/30/2009	M	15,000	<u>(1)</u>	10/03/2012	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 3.66	04/30/2009	M	1,316	<u>(1)</u>	01/31/2010	Common Stock	1,316
Employee Stock Option (Right to Buy)	\$ 4.1	04/30/2009	M	1,666	<u>(1)</u>	05/02/2010	Common Stock	1,666
Employee Stock Option (Right to Buy)	\$ 4.46	04/30/2009	M	1,307	<u>(1)</u>	08/01/2010	Common Stock	1,307
Employee Stock Option (Right to Buy)	\$ 4.78	04/30/2009	M	1,430	<u>(1)</u>	10/31/2010	Common Stock	1,430
Employee Stock Option (Right to Buy)	\$ 4.63	04/30/2009	M	1,730	<u>(1)</u>	01/30/2011	Common Stock	1,730
Employee Stock Option (Right to Buy)	\$ 5.56	04/30/2009	M	1,230	<u>(1)</u>	04/30/2011	Common Stock	1,230
Employee Stock Option (Right to Buy)	\$ 5.63	04/30/2009	M	1,155	<u>(1)</u>	07/30/2011	Common Stock	1,155
Employee Stock Option	\$ 5.03	04/30/2009	M	1,260	<u>(1)</u>	10/29/2011	Common Stock	1,260

(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUGHES PENELOPE L		X		

Signatures

Thomas J. Lima, Power of Attorney	05/05/2009
--------------------------------------	------------

 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) These options are fully vested and exercisable.
- (2) Ms. Hughes exercised stock options and sold enough shares to cover the exercise price and tax withholding.

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.