Edgar Filing: Montoya Jorge P - Form 4

Form 4	-									
July 01, 201								OMB A	PPROVAL	
FORM	UNITED	STATES		RITIES A			E COMMISSIO	N OMB Number:	3235-02	287
Check th if no long subject to Section 1 Form 4 of Form 5 obligatio may con <i>See</i> Instr	ger o 16. or Filed pur ^{nns} tinue.	rsuant to So (a) of the P	CHAN ection 1 Public U	NGES IN SECUI 16(a) of th Itility Hol	BENEI RITIES ne Secur ding Co	FICIAL O	WNERSHIP OI inge Act of 1934, t of 1935 or Secti 1940	Estimated burden hol response	average urs per	31, 005 0.5
1(b).										
(Print or Type]	Responses)									
1. Name and A Montoya Jo	Address of Reporting orge P		Symbol	er Name an NC [GPS]		r Trading	5. Relationship Issuer			
(Last)	(First) (of Earliest T		1	(Ch	eck all applicabl	e)	
C/O GAP II	NC., TWO FOLS		(Month/1 06/30/2	Day/Year) 2010			X Director Officer (give below)		% Owner her (specify	
SAN EDAN	(Street)			endment, D onth/Day/Yea	-	al	6. Individual or Applicable Line) _X_ Form filed by Form filed by		Person	
	ICISCO, CA 941						Person			
(City)	(State)	(Zip)		ole I - Non-l			Acquired, Disposed		lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or d of (D) 4 and 5) (A) or	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 o Indirect Beneficial Ownership (Instr. 4)	
Reminder: Rep	oort on a separate line	e for each cla	ss of sec	urities bene	ficially ov	vned directly	or indirectly.			
					infor requi	mation con ired to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. P
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Der
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(Ins

	Derivative Security				(A) or Dispose (D) (Instr. 3, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Dividend Equivalent Right (1)	\$ 0	06/30/2010	А		95		<u>(1)</u>	<u>(1)</u>	Common Stock	95
Stock Unit	\$ 0	06/30/2010	А		6,423		(3)	(3)	Common Stock	6,423

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
Montoya Jorge P C/O GAP INC. TWO FOLSOM ST SAN FRANCISCO, CA 94105-1205	Х			
Signatures				
David Jedrzejek, Power of Attorney	06/30	0/2010		
**Signature of Reporting Person	Da	ite		

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 dividend equivalent rights accrued on stock units originally granted on June 30, 2009 and are immediately vested. Each equivalent right is the economic equivalent of one share of Gap Inc. common stock. Shares will be delivered to the reporting person no sooner than 3

- (1) Inght is the economic equivalent of one share of Cap file. Common stock, shares will be derivered to the reporting person to sooner than 5 years from the original stock unit grant date, unless further deferred, or immediately upon resignation or retirement from the Board, if earlier.
- (2) Each stock unit represents a contingent right to receive one share of Gap Inc. Common Stock.
- (3) Each stock unit is immediately vested. However, delivery of the shares is deferred until three years from the date of grant or until resignation or retirement from the Board, if earlier, unless further deferred.

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.