

SHATTUCK MAYO A III  
Form 4  
July 03, 2018

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SHATTUCK MAYO A III

(Last) (First) (Middle)

TWO FOLSOM ST

(Street)

SAN FRANCISCO, CA 94105-1205

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/30/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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

**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)
Common Stock	06/30/2018		M	433 A \$ 0	90,321	D	
Common Stock	06/30/2018		M	3,667 A \$ 0	93,988	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  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
**(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Dividend Equivalent Rights <sup>(1)</sup>	\$ 0	06/30/2018		A		782.3748		<u>(2)</u>	<u>(3)</u>	Common Stock	782.3748
Dividend Equivalent Rights <sup>(1)</sup>	\$ 0	06/30/2018		M			433.81	<u>(4)</u>	<u>(3)</u>	Common Stock	433.81
Stock Units <sup>(5)</sup>	\$ 0	06/30/2018		A		4,939		<u>(6)</u>	<u>(3)</u>	Common Stock	4,939
Stock Units <sup>(5)</sup>	\$ 0	06/30/2018		M			3,667	<u>(7)</u>	<u>(3)</u>	Common Stock	3,667

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHATTUCK MAYO A III TWO FOLSOM ST SAN FRANCISCO, CA 94105-1205	X			

## Signatures

By: JoAnne Zinman, Power of Attorney For: Mayo A. Shattuck, III

07/03/2018

**\*\*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) Each dividend equivalent right is the economic equivalent of one share of Gap Inc. common stock.

The dividend equivalent rights accrued on stock units originally granted on June 30, 2012, June 30, 2013, June 30, 2015, June 30, 2016

- (2) and June 30, 2017 and are immediately vested. Vested shares are delivered to the reporting person no sooner than 3 years from the date of grant, unless further deferred, or immediately upon cessation of service as a member of the Board, if earlier.

- (3) Not applicable.

- (4) These shares were issued in settlement of dividend equivalent rights accrued on stock units granted on June 30, 2015.

- (5) Each stock unit represents a contingent right to receive one share of Gap Inc. common stock.

- (6) Each stock unit is immediately vested. However, delivery of the shares is deferred until three years from the date of grant, unless further deferred, or immediately upon cessation of service as a member of the Board, if earlier.

- (7) These shares were issued in settlement of stock units granted on June 30, 2015.

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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