GAP INC Form 4 April 25, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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(b).

(Last)

(City)

1400

1. Name and Address of Reporting Person * FISHER JOHN J

(First)

ONE MARITIME PLAZA, SUITE

2. Issuer Name and Ticker or Trading Symbol

GAP INC [GPS]

(Middle) 3. Date of Earliest Transaction (Month/Day/Year)

04/23/2008

4. If Amendment, Date Original (Street)

Filed(Month/Day/Year)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

SAN FRANCISCO, CA 94111

(State)

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Fransaction Date 2A. Deemed Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	04/23/2008		S	67,500	D	\$ 18.5	25,276,957	D		
Common Stock	04/23/2008		S	10,285	D	\$ 18.51	25,266,672	D		
Common Stock	04/23/2008		S	18,300	D	\$ 18.52	25,248,372	D		
Common Stock	04/23/2008		S	13,412	D	\$ 18.53	25,234,960	D		
Common Stock	04/23/2008		S	27,188	D	\$ 18.54	25,207,772	D		

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Common Stock	04/23/2008	S	29,015	D	\$ 18.55	25,178,757	D	
Common Stock	04/23/2008	S	20,500	D	\$ 18.56	25,158,257	D	
Common Stock	04/23/2008	S	3,000	D	\$ 18.57	25,155,257	D	
Common Stock	04/23/2008	S	3,600	D	\$ 18.58	25,151,657	D	
Common Stock	04/23/2008	S	19,400	D	\$ 18.75	25,132,257	D	
Common Stock	04/23/2008	S	28,500	D	\$ 18.76	25,103,757	D	
Common Stock	04/23/2008	S	6,600	D	\$ 18.77	25,097,157	D	
Common Stock	04/23/2008	S	2,700	D	\$ 18.78	25,094,457	D	
Common Stock						884,027	I	By trusts
Common Stock						36,250	I	By spouse
Common Stock						5,000,000	I	By Fisher Core Holdings L.P. (1)

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title Amount or		

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Number of Shares

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FISHER JOHN J ONE MARITIME PLAZA, SUITE 1400 SAN FRANCISCO, CA 94111

X

Signatures

Jane Spray, Attorney-in-fact

04/25/2008

**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).

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

(1) the shares of Common Stock of which Fisher Holdings has beneficial ownership. However, the reporting person disclaims beneficial ownership of all shares of Common Stock held by Fisher Holdings except to the extent of his pecuniary interest therein as set forth in Table I.

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.

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