Murphy Glenn Form 4 March 20, 2013

### FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

Form 4 or Form 5 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Murphy Glenn			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Mide		(Middle)	GAP INC [GPS]  3. Date of Earliest Transaction	(Check all applicable)		
TWO FOLSOM ST			(Month/Day/Year) 03/18/2013	X Director 10% OwnerX Officer (give title Other (specification) below)  Chairman & CEO		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
SAN FRANC	ISCO, CA	94105-1205		Form filed by More than One Reporting Person		

(City)	(State)	Zip) Table	e I - Non-D	erivative Se	curitie	es Acqu	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if		4. Securities n(A) or Disp	osed o	f (D)	5. Amount of Securities	6. Ownership Form: Direct	Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4 a	and 5)		Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	03/18/2013		A	142,044 (1)	A	\$0	142,044	D	
Common Stock							301,261	I	by Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Edgar Filing: Murphy Glenn - Form 4

# 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. Number of orDerivative Securities Acquired (A) Disposed of (I (Instr. 3, 4, an 5)	Expiration I (Month/Day or	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I	Date Exercisable	Expiration Date	Title	Amount of Number of Shares	
Performance Shares (2)	\$ 0	03/18/2013		A	142,045 (3)	<u>(4)</u>	(5)	Common Stock	142,04	
Performance Shares (2)	\$ 0	03/18/2013		A	666,666 (6)	<u>(7)</u>	<u>(5)</u>	Common Stock	666,660	

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Murphy Glenn TWO FOLSOM ST SAN FRANCISCO, CA 94105-1205	X		Chairman & CEO					
Signatures								
By: Lisa Delgado, Power of Attorney I Murphy	For: Glenn	K.	03/20/2013					

\*\*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).
  - Represents shares issued upon completion of a three year (2010-2012) performance cycle under the Company's Long-Term Growth
- (1) Program. For additional information on the Company's Long-Term Growth Program, please see the Company's Proxy Statement for its 2012 Annual Shareholders Meeting, available on gapinc.com.
- (2) Each Performance Share represents a contingent right to receive one share of Gap Inc. Common Stock.
- (3) Represents Performance Shares earned following completion of a three year (2010-2012) performance cycle under the Company's Long-Term Growth Program.
- (4) Shares will vest on March 18, 2014.
- (5) Not applicable.
- Represents Performance Shares earned following completion of year one of a three year (2012-2014) performance cycle. For additional information on this Performance Share Award, please see the Company's Form 8-K filed on May 4, 2012, available on gapinc.com.
- (7) Shares will vest on January 31, 2015.

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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