

DE SOLE DOMENICO

Form 4/A

August 08, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
DE SOLE DOMENICO2. Issuer Name **and** Ticker or Trading
Symbol
GAP INC [GPS]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

TWO FOLSOM ST

(Street)3. Date of Earliest Transaction
(Month/Day/Year)
05/17/2017☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

SAN FRANCISCO, CA 94105-1205

4. If Amendment, Date Original
Filed(Month/Day/Year)
05/18/20176. 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 Ownership (Instr. 4)
Common Stock	05/17/2017		M	910 ⁽¹⁾ A \$ 0	35,754	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)**

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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 An Nu Sha

Dividend Equivalent Rights ⁽²⁾	\$ 0	05/17/2017		A	524.499 ⁽¹⁾	⁽³⁾ ⁽⁴⁾	Common Stock 5
Dividend Equivalent Rights ⁽²⁾	\$ 0	05/17/2017		M	911.4393 ⁽¹⁾	⁽⁵⁾ ⁽⁴⁾	Common Stock 91

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DE SOLE DOMENICO TWO FOLSOM ST SAN FRANCISCO, CA 94105-1205	X

Signatures

By: Marie Ma, Power of Attorney For: Domenico De Sole 08/08/2017

 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) This amendment is being filed to correct the number of dividend equivalent rights previously reported as accrued as of May 17, 2017 and the corresponding number of shares issued in settlement of the dividend equivalent rights.

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

(3) The dividend equivalent rights accrued on stock units originally granted on June 30, 2014, June 30, 2015 and June 30, 2016 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. The reporting person's service on the Board ended May 17, 2017.

(4) Not applicable.

(5) These shares were issued in settlement of dividend equivalent rights accrued on stock units granted on June 30, 2014, June 30, 2015 and June 30, 2016.

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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