

Raggio Stanley P.
Form 4
March 18, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Raggio Stanley P.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O GAP, INC., 2 FOLSOM STREET

3. Date of Earliest Transaction (Month/Day/Year)
03/16/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

EVP, Global Supply Chain

(Street)

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

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

SAN FRANCISCO, CA 94105

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/16/2011		M	20,000	A \$ 0	30,554	D
Common Stock	03/16/2011		F	7,336	D \$ 21.53	23,218	D
Common Stock	03/16/2011		M	7,910	A \$ 0	31,128	D
Common Stock	03/16/2011		F	2,901	D \$ 21.53	28,227	D
Common Stock	03/17/2011		M	10,000	A \$ 0	38,227	D

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Common Stock	03/17/2011	F	3,667	D	\$ 21.68	34,560	D	
Common Stock	03/17/2011	M	6,664	A	\$ 0	41,224	D	
Common Stock	03/17/2011	F	2,444	D	\$ 21.68	38,780	D	
Common Stock	03/17/2011	S ⁽⁷⁾	10,552	D	\$ 21.6558	28,228	D	
Common Stock						387	I	Natalie A. Raggio 1999 Irrevocable Trust ⁽⁸⁾
Common Stock						387	I	Olivia N. Raggio 1999 Irrevocable Trust ⁽⁸⁾
Common Stock						387	I	Patrick M. Raggio 1999 Irrevocable Trust ⁽⁸⁾

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

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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. 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 of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Units ⁽¹⁾	\$ 0	03/16/2011		M	20,000	03/16/2011 ⁽²⁾	⁽³⁾	Common Stock	20,000

Restricted Stock Units	\$ 0	03/16/2011	M	7,910	03/16/2011 ⁽⁴⁾	<u>(3)</u>	Common Stock	7,910
Restricted Stock Units	\$ 0	03/17/2011	M	10,000	03/17/2011 ⁽⁵⁾	<u>(3)</u>	Common Stock	10,000
Restricted Stock Unit	\$ 0	03/17/2011	M	6,664	03/17/2011 ⁽⁶⁾	<u>(3)</u>	Common Stock	6,664

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Raggio Stanley P. C/O GAP, INC, 2 FOLSOM STREET SAN FRANCISCO, CA 94105			EVP, Global Supply Chain	

Signatures

David Jdrzejek, Power of Attorney
03/18/2011

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 stock unit represents a contingent right to receive one share of Gap Inc. Common Stock.
- (2) 20,000 shares vested on 3/16/11.
- (3) Not Applicable
- (4) 7,910 shares vested on 3/16/11.
- (5) 10,000 shares vested on 3/17/11.
- (6) 6,664 shares vested on 3/17/11.
- (7) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on January 11, 2011.
- (8) The reporting person and his spouse are trustees of this irrevocable trust for the benefit of their child. The reporting person disclaims beneficial ownership of the reported securities.

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.