

Wyatt John T.  
Form 4/A  
March 25, 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 \*  
Wyatt John T.

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  
(Street)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President, Old Navy

SAN FRANCISCO, CA 94105  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
03/18/2011

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)
			Code	V	Amount or Price		
Common Stock	03/16/2011		M		29,736 A \$ 0	155,903	D
Common Stock	03/16/2011		F		10,907 D \$ 21.53	144,996	D
Common Stock	03/17/2011		M		8,146 A \$ 0	153,142	D
Common Stock	03/17/2011		F		2,987 D \$ 21.68	150,155 <sup>(5)</sup>	D
Common Stock						14,299	I Wyatt Family Trust

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

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(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. 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
Restricted Stock Units <sup>(1)</sup>	\$ 0	03/16/2011		M	29,736	03/16/2011 <sup>(2)</sup> <sup>(3)</sup>	Common Stock	29,736
Restricted Stock Units <sup>(1)</sup>	\$ 0	03/17/2011		M	8,146	03/17/2011 <sup>(4)</sup> <sup>(3)</sup>	Common Stock	8,146

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wyatt John T. C/O GAP INC. 2 FOLSOM STREET SAN FRANCISCO, CA 94105			President, Old Navy	

## Signatures

David Jedrzejek, Power of Attorney 03/25/2011

<sup>\_\_</sup>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) 29,736 shares vested on 3/16/2011.
- (3) Not Applicable.

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- (4) 8,146 shares vested on 3/17/11.
- (5) This Form 4/A amends the Form 4 filed by the reporting person on 3/18/11 in which the amount of securities beneficially owned was overstated by 14,299 shares.

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.