Chapman Paul Joseph Form 4 August 23, 2017

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Chapman Paul Joseph |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol   | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  Director 10% Owner X Officer (give title Other (specifibelow) |  |  |  |
|---|----------|--|---|--|--|--|
| (Last) (First) (Middle) TWO FOLSOM ST                         |          | GAP INC [GPS]  3. Date of Earliest Transaction       |   |  |  |  |
|   |          | (Month/Day/Year)<br>08/22/2017                       |   |  |  |  |
| (Street)  |          | 4. If Amendment, Date Original Filed(Month/Day/Year) | <ul><li>6. Individual or Joint/Group Filing(Check<br/>Applicable Line)</li><li>_X_ Form filed by One Reporting Person</li></ul>         |  |  |  |
| SAN FRANCISCO, CA 941   | 105-1205 |  | Form filed by More than One Reporting Person  |  |  |  |

| (City)                               | (State)                                 | (Zip) Tab   | le I - Non-                             | Derivative                                 | Secu  | rities Acqui   | red, Disposed of,  | or Beneficiall   | y Owned   |
|--------------------------------------|---|---|---|--|-------|----------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securition Dispose (Instr. 3, 4) Amount | ed of | ` ′            | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock                      | 08/22/2017                              |   | S                                       | 4,898                                      | D     | 22.8193<br>(1) | 0  | D  |   |

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: Chapman Paul Joseph - Form 4

| 1. Title of                          | 2.  | 3. Transaction Date |   | 4.              | 5.  | 6. Date Exerc       |                    | 7. Title a          |   | 8. Price of         | 9. Nu  |
|--------------------------------------|---|---------------------|---|-----------------|---|---------------------|--------------------|---------------------|---|---------------------|--|
| Derivative<br>Security<br>(Instr. 3) | Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | (Month/Day/Year)    | Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | onNumber<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |                     |                    | Securitie           | Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | Security (Instr. 5) | Deriv<br>Secur<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans<br>(Instr |
|                                      |   |                     |   | Code V          | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | or<br>Title N<br>of | umber   |                     |  |

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Chapman Paul Joseph TWO FOLSOM ST SAN FRANCISCO, CA 94105-1205

**EVP & CIO** 

## **Signatures**

By: Marie Ma, Power of Attorney For: Paul Joseph Chapman

08/23/2017

\*\*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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from (1) \$22.814 to \$22.825, inclusive. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

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.

Reporting Owners 2