

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2005-05-02** | Period of Report: **2005-05-02**
SEC Accession No. **0000039911-05-000014**

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ISSUER

GAP INC

CIK: **39911** | IRS No.: **941697231** | State of Incorporation: **DE** | Fiscal Year End: **0131**
SIC: **5651** Family clothing stores

Mailing Address
*TWO FOLSOM STREET
SAN FRANCISCO CA 94105*

Business Address
*TWO FOLSOM STREET
SAN FRANCISCO CA 94105
4159524400*

REPORTING OWNER

Harriss Cynthia

CIK: **1325364**
Type: **3** | Act: **34** | File No.: **001-07562** | Film No.: **05792634**

Mailing Address
*C/O GAP INC.
TWO FOLSOM ST
SAN FRANCISCO CA
94105-1205*

Business Address
415-427-4697

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0104
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INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person Harriss Cynthia (Last) (First) (Middle) C/O GAP INC., TWO FOLSOM ST (Street) SAN FRANCISCO, CA 94105-1205 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/02/2005	3. Issuer Name and Ticker or Trading Symbol GAP INC [GPS]		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President, Gap Inc.		5. If Amendment, Date Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	0	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	02/09/2005 ⁽¹⁾	02/09/2014	Common Stock	200,000	\$20.23	D	
Stock Option (right to buy)	02/09/2005 ⁽²⁾	02/09/2014	Common Stock	100,000	\$10.12	D	
Stock Option (right to buy)	03/11/2006 ⁽³⁾	03/11/2015	Common Stock	150,000	\$22.42	D	
Stock Option (right to buy)	03/11/2006 ⁽⁴⁾	03/11/2015	Common Stock	30,000	\$22.42	D	

Explanation of Responses:

- The option vests annually in four equal installments (50,000 shares each year) starting on 2/9/2005. The option will be fully vested on 2/9/2008.
- The option vests annually in four equal installments (25,000 shares each year) starting on 2/9/2005. The option will be fully vested on 2/9/2008.
- The option vests annually in four equal installments (37,500 shares each year) starting on 3/11/2005. The option will be fully vested on 3/11/2009.
- The option vests annually in four equal installments (7,500 shares each year) starting on 3/11/2006. The option will be fully vested on 3/11/2009.

Signatures

Frank Garcia, by Power of Attorney

** Signature of Reporting Person

05/02/2005

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.