

FORM 4

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Gilligan Sarah (Last) (First) (Middle) TWO FOLSOM STREET (Street) SAN FRANCISCO, CA 94105-1205 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol GAP INC [GPS]	5. 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) Chief Sup Chn & Transform Ofcr
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/15/2024</p>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price			
Common Stock	3/15/2024		S ⁽¹⁾		1,697	D	\$22.9	0	D	
Common Stock	3/15/2024		M		1,633	A	\$0	1,633	D	
Common Stock	3/15/2024		F		827	D	\$23.59	806	D	
Common Stock	3/15/2024		M		8,228	A	\$0	9,034	D	
Common Stock	3/15/2024		F		4,169	D	\$23.59	4,865	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	\$0 ⁽²⁾	3/15/2024		M		1,633		⁽³⁾	⁽³⁾	Common Stock	1,633	\$0	102,542	D	
Restricted Stock Unit	\$0 ⁽²⁾	3/15/2024		M		8,228		⁽⁴⁾	⁽⁴⁾	Common Stock	8,228	\$0	94,314	D	

Explanation of Responses:

- (1) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on April 6, 2023.
- (2) Each restricted stock unit represents a contingent right to receive one share of Gap Inc. Common Stock.
- (3) On March 15, 2021, the reporting person was granted 6,531 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date.
- (4) On March 15, 2021, the reporting person was granted 16,456 restricted stock units, vesting 8,228 shares on the second anniversary of the grant date and 8,228 shares on the third anniversary of the grant date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gilligan Sarah				

TWO FOLSOM STREET
SAN FRANCISCO, CA 94105-1205

Chief Sup Chn & Transform Ofcr

Signatures

By: De Anna Mekwunye, Power of Attorney For: Sarah Gilligan

3/18/2024

****Signature of Reporting Person**

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.

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