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GAP INC Form 8-K May 22, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

May 22, 2002

THE GAP, INC.

(Exact name of registrant as specified in its charter)

1-7562 94-1697231 Delaware

_____ _____

(State of incorporation) (Commission File Number) (IRS Employer Identification No.)

Two Folsom Street San Francisco, California

94105 _____ _____

(Address of principal executive offices)

(Zip Code)

(650) 952-4400

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Item 5. Other Events.

On May 21, 2002, The Gap, Inc. (the "Company") issued a press release announcing that Millard S. Drexler, Chief Executive Officer and President of the Company will retire as soon as the Board of Directors appoints a new Chief Executive Officer and President. A copy of this press release is attached hereto as Exhibit 99.1.

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Item 7. Exhibits.

99.1 Press Release dated May 21, 2002

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE GAP, INC. (Registrant)

Date: May 22, 2002 By: /s/ Anne B. Gust

Anne B. Gust

Executive Vice President and Chief Administrative Officer

EXHIBIT INDEX

Exhibit Number Description

99.1 Press Release dated May 21, 2002