

GILEAD SCIENCES INC  
 Form 4  
 August 10, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**LEE WILLIAM A**

(Last) (First) (Middle)  
 333 LAKESIDE DRIVE  
 (Street)

FOSTER CITY, CA 94404

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**GILEAD SCIENCES INC [GILD]**

3. Date of Earliest Transaction (Month/Day/Year)  
**08/09/2006**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**SVP, Research**

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 08/09/2006                           |  | M                              | 53,896  | A \$ 7.2969   | 91,575   | D                                 |
| Common Stock                    | 08/09/2006                           |  | S                              | 28,360  | D \$ 62.3   | 63,215   | D                                 |
| Common Stock                    | 08/09/2006                           |  | S                              | 1,640   | D \$ 62.32  | 61,575   | D                                 |
| Common Stock                    | 08/09/2006                           |  | S                              | 21,994  | D \$ 62.7   | 39,581   | D                                 |
| Common Stock                    | 08/09/2006                           |  | S                              | 400   | D \$ 62.71  | 39,181   | D                                 |

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|              |            |   |       |   |          |        |   |          |
|--------------|------------|---|-------|---|----------|--------|---|----------|
| Common Stock | 08/09/2006 | S | 1,334 | D | \$ 62.72 | 37,847 | D |          |
| Common Stock | 08/09/2006 | S | 168   | D | \$ 62.73 | 37,679 | D |          |
| Common Stock |            |   |       |   |          | 262    | I | by Trust |

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

**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 control number.**

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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 Security (Instr. 3 and 4) |        |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy)  | \$ 7.2969  | 08/09/2006                           |  | M                              | 53,896  | <u>(1)</u> 07/21/2009                                    | Common Stock  | 53,896 |                            |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |               |       |
|--|---------------|-----------|---------------|-------|
|  | Director      | 10% Owner | Officer       | Other |
| LEE WILLIAM A<br>333 LAKESIDE DRIVE<br>FOSTER CITY, CA 94404 |               |           | SVP, Research |       |

## Signatures

/s/ William A. Lee  
08/09/2006  
\*\*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) The options have a five year vesting schedule. 20% of the options will vest on July 22, 2000, the first anniversary date of the grant. The balance will vest 5% every three months thereafter until fully vested on July 22, 2004.

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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