

GILEAD SCIENCES INC
Form 4
August 02, 2006

FORM 4

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

OMB APPROVAL

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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 *
MARTIN JOHN C

(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)

08/01/2006

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)

President and CEO

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)
			Code	V	Amount or Price		
Common Stock	08/01/2006		M		90,360 A \$ 3.2657	827,269	D
Common Stock	08/01/2006		S		5,000 D \$ 60.71	822,269	D
Common Stock	08/01/2006		S		11,000 D \$ 60.67	811,269	D
Common Stock	08/01/2006		S		15,000 D \$ 60.6	796,269	D
Common Stock	08/01/2006		S		6,500 D \$ 60.55	789,769	D

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Common Stock	08/01/2006	S	6,000	D	\$ 60.53	783,769	D
Common Stock	08/01/2006	S	10,000	D	\$ 60.51	773,769	D
Common Stock	08/01/2006	S	36,860	D	\$ 60.5	736,909	D
Common Stock	08/01/2006	M	29,640	A	\$ 2.8594	766,549	D
Common Stock	08/01/2006	S	29,640	D	\$ 60.5	736,909	D

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

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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)	Amount or Number of Shares
Non-qualified stock option (right to buy)	\$ 3.2657	08/01/2006		M	90,360	<u>(2)</u> 07/16/2007	Common Stock	90,360
Non-qualified stock option (right to buy)	\$ 2.8594	08/01/2006		M	29,640	<u>(1)</u> 07/22/2008	Common Stock	29,640

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTIN JOHN C 333 LAKESIDE DRIVE FOSTER CITY, CA 94404	X		President and CEO	

Signatures

/s/ John C.
Martin

08/01/2006

__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) Options vested 20% on July 23, 1999, the first anniversary date of the grant. The balance vested 20% annually thereafter, and was fully vested on July 23, 2003.
 - (2) Options vested 20% on July 16, 1998, the first anniversary date of the grant. The balance vested 20% annually thereafter, and was fully vested on July 16, 2002.

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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