

MARTIN JOHN C
Form 4
April 12, 2007

FORM 4

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

OMB APPROVAL

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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 *
MARTIN JOHN C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/10/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

(Street)
FOSTER CITY, CA 94404

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/10/2007 | | M ⁽¹⁾ | | 35,000 | A | \$ 2.8594 772,629 |
| Common Stock | 04/10/2007 | | S ⁽¹⁾ | | 3,500 | D | \$ 78.3244 769,129 |
| Common Stock | 04/10/2007 | | S ⁽¹⁾ | | 5,000 | D | \$ 78.293 764,129 |
| Common Stock | 04/10/2007 | | S ⁽¹⁾ | | 5,000 | D | \$ 78.2502 759,129 |
| Common Stock | 04/10/2007 | | S ⁽¹⁾ | | 3,000 | D | \$ 78.191 756,129 |

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| | | | | | | | |
|--------------|------------|-------------|-------|---|------------|---------|---|
| Common Stock | 04/10/2007 | <u>S(1)</u> | 2,500 | D | \$ 78.1682 | 753,629 | D |
| Common Stock | 04/10/2007 | <u>S(1)</u> | 2,500 | D | \$ 78.1 | 751,129 | D |
| Common Stock | 04/10/2007 | <u>S(1)</u> | 6,500 | D | \$ 78.0365 | 744,629 | D |
| Common Stock | 04/10/2007 | <u>S(1)</u> | 3,800 | D | \$ 78.018 | 740,829 | D |
| Common Stock | 04/10/2007 | <u>S(1)</u> | 700 | D | \$ 78.0483 | 740,129 | D |
| Common Stock | 04/10/2007 | <u>S(1)</u> | 2,500 | D | \$ 78 | 737,629 | D |

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) | \$ 2.8594 | 04/10/2007 | | <u>M(1)</u> | 35,000 | <u>(2)</u> | 07/22/2008 | Common Stock | 35,000 |

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/ Gregg Alton by Power of Attorney for John C.
Martin

04/11/2007

__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 exercise and sale transactions reported in this Form 4 are made pursuant to a Rule 10b5-1 trading plan established by Dr. Martin on August 29, 2006.
 - (2) The options vested 20% on July 23, 1999, the first anniversary date of the grant. The balance vested 5% every three months thereafter and was fully vested as of July 23, 2003.

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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