

GILEAD SCIENCES INC

Form 4

April 01, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Whitley Richard James

(Last) (First) (Middle)

UNIV OF ALABAMA AT  
BIRMINGHAM, 1600 7TH  
AVENUE SOUTH, 303 CHB

(Street)

BIRMINGHAM, AL 35233-1711

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

GILEAD SCIENCES INC [GILD]

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

03/30/2016

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

**Persons who respond to the collection of  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		S (I	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock <u>(1)</u>	\$ 0	03/30/2016	A		28.8352 <u>(2)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	28.8352

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Whitley Richard James  
UNIV OF ALABAMA AT BIRMINGHAM  
1600 7TH AVENUE SOUTH, 303 CHB  
BIRMINGHAM, AL 35233-1711 X

## Signatures

/s/ Marissa Song by Power of Attorney for Richard J.  
Whitley

04/01/2016

  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) Each share of phantom stock is the economic equivalent of one share of Gilead common stock.
- (2) Phantom shares accrued under dividend equivalent rights, which are settled in shares and distributed with the phantom stock units to which they relate.
- (3) The shares of phantom stock are fully vested and, at the election of the reporting person, become payable in common stock at a later date identified by the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. nt-family:inherit;font-size:10pt;">

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- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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- (4) Proposed maximum aggregate value of transaction:

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- (5) Total fee paid:

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- ☐ Fee paid previously with preliminary materials.

- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:

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- (2) Form, Schedule or Registration Statement No.:

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- (3) Filing Party:

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- (4) Date Filed:

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[The following is the text of information to be posted by management on various Company internal communications media or provided by means of oral presentations to groups of employees.]

#### General Message to Associates

The following is the text of information that management may use from time to time to encourage associates at the Company to review the proxy materials and vote their shares:

You will be receiving your proxy materials in the mail for the Raymond James Financial Annual Meeting of Shareholders that will be held on February 20 at the home office in St. Petersburg. Please review these proxy materials and vote your shares. Your vote is important, no matter the size of your holdings.

#### RJnet News

#### RJF Shareholders: Vote

As shareholders, you are always encouraged to review the proxy materials and vote your shares. Your vote is important, no matter the size of your holdings.

The proxy materials for the February 20 Raymond James Financial Annual Meeting of Shareholders are in the mail.

Among the items to be voted on by shareholders – including common shareholders and all associates who are participants in the firm's Employee Stock Ownership Plan (ESOP) – are:

- Election of 11 nominees to our Board of Directors;
- Approval of an advisory (non-binding) resolution on the Company's executive compensation.

#### We Need Your Vote

While broker/dealers may sometimes vote shares without specific instructions from their customers for shares held in their customers' accounts, this action is not allowed for the two items on the RJF agenda this year. Please consider the voting recommendations of the Board of Directors contained in the proxy statement.

#### How to Vote

All shareholders will receive proxy materials in the mail. Your proxy card explains how you can vote online, by telephone or by returning the card by mail. You will need your proxy card to vote, as it contains important shareholder-specific information.

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If you lose or do not receive your proxy information, and own RJF shares in an account other than ESOP, contact the Corporate Actions department at ext. 73724 or email [corporateactions@raymondjames.com](mailto:corporateactions@raymondjames.com) by 5 p.m. ET Wednesday, February 12, 2014, to request the control number associated with your respective RJF shares held in street name through RJA. You can then vote online ([www.proxyvote.com/](http://www.proxyvote.com/)) or by telephone (1-800-454-8683) using your 12-digit shareholder-specific control number.

NOTE: The instructions above are for employees only and are only for shares held in street name through RJA.

If you lose or do not receive the proxy card for your shares held in your ESOP account, contact the Corporate Actions department at ext. 73724 or email [corporateactions@raymondjames.com](mailto:corporateactions@raymondjames.com) by 5 p.m. ET Wednesday, February 12, 2014, to request the control number associated with your respective RJF shares held in your ESOP account. You should provide Corporate Actions your name and address that is associated with your ESOP account. As soon as you receive your control number, you can vote online ([www.investorvote.com/rjf](http://www.investorvote.com/rjf)) or by telephone (1-800-652-8683) using your 15-digit shareholder specific control number.

#### More Information

The full 2014 proxy statement and 2013 annual report are available at [raymondjames.com](http://raymondjames.com) under Our Company > Investor Relations > Shareholders' Meeting.

#### Weekly Digest

February 4

HOM; RJ&A

RJF Shareholders: Vote

Vote when you receive your RJF proxy materials, which will be delivered by mail or email. See what's on the ballot, review the board's recommendations, and learn how you can participate.

FID; IAD; ICD;

RJF Common Shareholders: Vote

If you own RJF common stock in your own portfolio, vote when you receive your RJF proxy materials, which will be delivered by mail or email. See what's on the ballot, review the board's recommendations, and learn how you can participate.

February 11

HOM; RJ&A

Remember to Vote Your RJF Shares

Consider the ballot, the board's recommendations and the two ways to vote. Plus, find out what to do if you lost your RJF proxy materials.

FID; IAD; ICD;

Remember to Vote Your RJF Common Shares

If you own RJF common stock in your own portfolio, consider the ballot, the board's recommendations and the two ways to vote. Plus, find out what to do if you lost your RJF proxy materials.

February 18

HOM

RJF Shareholders' Meeting Thursday: Last Chance to Vote

Review the ballot and the board's recommendations, and vote by February 19. Then, attend or listen to a live audio broadcast of the shareholders' meeting beginning at 4:30 p.m. ET February 20 in the Tower 3 Learning Center.

RJA;

RJF Shareholders' Meeting Thursday: Last Chance to Vote

Review the ballot and the board's recommendations, and vote by February 19. Then, listen to a live audio broadcast of the shareholders' meeting beginning at 4:30 p.m. ET February 20.

FID; ICD; IAD

RJF Shareholders' Meeting Thursday: Last Chance to Vote

If you own RJF common stock in your own portfolio, review the ballot and the board's recommendations, and vote by February 19. Then, listen to a live audio broadcast of the shareholders' meeting beginning at 4:30 p.m. ET February 20.

Department Head Meeting – February 3

Remember to vote your RJF shares. Common shareholders and all associates who are participants in the firm's Employee Stock Ownership Plan are eligible to vote and should have received proxy materials. The ballot this year includes the election of 11 nominees to our Board of Directors and an advisory resolution on executive compensation. Your vote is important, no matter the size of your holdings. Please consider the voting recommendations of the Board of Directors and vote by February 19.

Supervisor Meeting – February 18

Remember to vote your RJF shares. Common shareholders and all associates who are participants in the firm's Employee Stock Ownership Plan are eligible to vote and should have received proxy materials. The ballot this year includes the election of nominees to our Board of Directors and an advisory resolution on executive compensation. Your vote is important, no matter the size of your holdings. Please consider the voting recommendations of the Board of Directors and vote by February 19.

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RJTV (Digital Signage)

Text of Slide to run February 5-19

RJF Shareholders, Remember to Vote

See what's on the ballot for the February 20 Annual Shareholders' Meeting  
and learn how to participate using your RJF proxy materials.

RJnet Search: Vote