

YOUNG KEVIN
Form 4
February 03, 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 *
YOUNG KEVIN

(Last) (First) (Middle)
GILEAD SCIENCES, INC., 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)
02/02/2006

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)
EVP, Commercial Operations

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) | (A) or (D) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---|--|--|
| Common Stock | 02/02/2006 | | A | 2,828 | A | \$ 35.35 4,082 ⁽²⁾ | D | |
| Common Stock | 02/02/2006 | | A | 47,172 | A | \$ 35.35 51,254 | D | |
| Common Stock | 02/02/2006 | | S | 21,110 | D | \$ 60.5 30,144 | D | |
| Common Stock | 02/02/2006 | | S | 900 | D | \$ 60.47 29,244 | D | |
| Common Stock | 02/02/2006 | | S | 100 | D | \$ 60.46 29,144 | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|--------|---|
| Common Stock | 02/02/2006 | S | 300 | D | \$ 60.43 | 28,844 | D |
| Common Stock | 02/02/2006 | S | 4,100 | D | \$ 60.42 | 24,744 | D |
| Common Stock | 02/02/2006 | S | 100 | D | \$ 60.41 | 24,644 | D |
| Common Stock | 02/02/2006 | S | 700 | D | \$ 60.4 | 23,944 | D |
| Common Stock | 02/02/2006 | S | 300 | D | \$ 60.39 | 23,644 | D |
| Common Stock | 02/02/2006 | S | 400 | D | \$ 60.38 | 23,244 | D |
| Common Stock | 02/02/2006 | S | 4,000 | D | \$ 60.37 | 19,244 | D |
| Common Stock | 02/02/2006 | S | 100 | D | \$ 60.36 | 19,144 | D |
| Common Stock | 02/02/2006 | S | 17,890 | D | \$ 60.35 | 1,254 | 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Incentive Stock Option (right to buy) | \$ 35.35 | 02/02/2006 | | M | 2,828 | (1) 11/02/2014 | Common Stock | 2,828 | |
| Non-qualified Stock Option (right to buy) | \$ 35.35 | 02/02/2006 | | M | 47,172 | (1) 11/02/2014 | Common Stock | 47,172 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| YOUNG KEVIN GILEAD SCIENCES, INC. 333 LAKESIDE DRIVE FOSTER CITY, CA 94404 | | | EVP, Commercial Operations | |

Signatures

/s/ Kevin Young 02/03/2006

__Signature of Date
Reporting Person

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 vested 20% on November 2, 2005, the first anniversary date of the grant. The balance will vest every three months thereafter until fully vested on November 2, 2009.
- (2) Amount of Securities Beneficially Owned Following Reported Transaction (s) (Table 1, Col. 5) includes 1,254 shares acquired under the Gilead Sciences, Inc. Employee Stock Purchase Plan from December 31, 2004 through December 30, 2005.

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