

GILEAD SCIENCES INC
 Form 4
 August 18, 2006

FORM 4

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

OMB APPROVAL

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

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 *
TOOLE JOHN J

(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)
08/16/2006

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, Clinical 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	08/16/2006		M	A	\$ 9.81 37,551	D	
Common Stock	08/16/2006		M	A	\$ 7.3985 63,551	D	
Common Stock	08/16/2006		S	D	\$ 63.6 63,351	D	
Common Stock	08/16/2006		S	D	\$ 63.61 54,733	D	
Common Stock	08/16/2006		S	D	\$ 63.62 46,183	D	

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Common Stock	08/16/2006	S	1,450	D	\$ 63.63	44,733	D
Common Stock	08/16/2006	S	4,684	D	\$ 63.64	40,049	D
Common Stock	08/16/2006	S	901	D	\$ 63.65	39,148	D
Common Stock	08/16/2006	S	4,806	D	\$ 63.66	34,342	D
Common Stock	08/16/2006	S	300	D	\$ 63.67	34,042	D
Common Stock	08/16/2006	S	200	D	\$ 63.68	33,842	D
Common Stock	08/16/2006	S	791	D	\$ 63.69	33,051	D
Common Stock	08/16/2006	S	1,300	D	\$ 63.7	31,751	D
Common Stock	08/16/2006	S	3,100	D	\$ 63.71	28,651	D
Common Stock	08/16/2006	S	1,200	D	\$ 63.73	27,451	D
Common Stock	08/16/2006	S	500	D	\$ 63.74	26,951	D
Common Stock	08/16/2006	S	400	D	\$ 63.75	26,551	D
Common Stock	08/16/2006	S	2,100	D	\$ 63.76	24,451	D
Common Stock	08/16/2006	S	400	D	\$ 63.77	24,051	D
Common Stock	08/16/2006	S	300	D	\$ 63.78	23,751	D
Common Stock	08/16/2006	S	6,200	D	\$ 63.81	17,551	D
Common Stock	08/16/2006	S	500	D	\$ 63.85	17,051	D
Common Stock	08/16/2006	S	1,500	D	\$ 63.86	15,551	D
Common Stock	08/16/2006	S	800	D	\$ 63.87	14,751	D
Common Stock	08/16/2006	S	500	D	\$ 63.88	14,251	D
	08/16/2006	S	202	D	\$ 63.94	14,049	D

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Common
Stock

Common Stock 08/16/2006 S 298 D \$ 63.94 13,751 D

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

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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 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)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 9.81	08/16/2006		M	24,000	<u>(1)</u> 04/17/2011	Common Stock	24,000
Non-Qualified Stock Option (right to buy)	\$ 7.3985	08/16/2006		M	26,000	<u>(2)</u> 01/17/2011	Common Stock	26,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOOLE JOHN J 333 LAKESIDE DRIVE FOSTER CITY, CA 94404			SVP, Clinical Research	

Signatures

/s/ John J. Toole 08/17/2006
 **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 the April 18, 2002, the first anniversary date of the grant. The balance vested every three months thereafter and was fully vested at April 18, 2006.
- (2) Options vested 20% on the January 18, 2002, the first anniversary date of the grant. The balance vested every three months thereafter and was fully vested at January 18, 2006.

Remarks:

Form 1 of 2(due to space constraints, data is put on two Form 4s)

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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