

GILEAD SCIENCES INC
 Form 4
 October 02, 2008

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 *
Metza Kristen

(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)

10/01/2008

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, Human Resources

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 (A) or (D) Price		
Common Stock	10/01/2008		M		5,000 A \$ 28.26	9,118	D
Common Stock	10/01/2008		M		2,000 A \$ 30.945	11,118	D
Common Stock	10/01/2008		M		500 A \$ 32.79	11,618	D
Common Stock	10/01/2008		S		5,000 D \$ 45.2186	6,618	D
Common Stock	10/01/2008		S		2,500 D \$ 44.9512	4,118	D

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

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 28.26	10/01/2008		M	5,000	<u>(1)</u> 05/09/2016	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 30.945	10/01/2008		M	2,000	<u>(2)</u> 07/26/2016	Common Stock	2,000
Non-Qualified Stock Option (right to buy)	\$ 32.79	10/01/2008		M	500	<u>(3)</u> 01/22/2017	Common Stock	500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Metza Kristen GILEAD SCIENCES, INC. 333 LAKESIDE DRIVE FOSTER CITY, CA 94404			SVP, Human Resources	

Signatures

/s/ Kristen Metza 10/02/2008

**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 options vested 20% on May 9, 2007, the first anniversary date of grant. The balance vested 5% every three months thereafter and will be fully vested on May 9, 2011.
- (2) The options vested 20% on July 26, 2007, the first anniversary date of grant. The balance vested 5% every three months thereafter and will be fully vested on July 26, 2011.
- (3) The options vested 20% on January 22, 2008, the first anniversary date of grant. The balance vested 5% every three months thereafter and will be fully vested on January 22, 2012.

Remarks:

The exercise and sale transactions reported in this Form 4 are made pursuant to a Rule 10b5-1 trading plan established by Kris

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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