

Alton Gregg H
Form 4
November 03, 2011

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 *
Alton Gregg H

(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)
11/01/2011

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, Corp & Med Affairs

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	Price	
Common Stock	11/01/2011		M ⁽⁵⁾		3,500	A \$ 16.01	33,290 D
Common Stock	11/01/2011		S ⁽⁵⁾		3,500	D \$ 41.0131	29,790 D
Common Stock	11/01/2011		M ⁽⁵⁾		3,500	A \$ 17.4975	33,290 D
Common Stock	11/01/2011		S ⁽⁵⁾		3,500	D \$ 41.0131	29,790 D
	11/01/2011		M		515	A \$ 19.36	30,305 D

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Common
Stock

Common Stock	11/01/2011		M	9,485	A	\$ 17.4975	39,790	D
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Common Stock	11/01/2011		<u>S</u> ⁽⁵⁾	1,000	D	\$ 41.0131 <u>(4)</u>	38,790	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)	\$ 16.01	11/01/2011		<u>M</u> ⁽⁵⁾	3,500	<u>(1)</u> 01/26/2015	Common Stock	3,500
Incentive Stock Option (right to buy)	\$ 19.36	11/01/2011		M	515	<u>(2)</u> 05/09/2015	Common Stock	515
Non-Qualified Stock Option (right to buy)	\$ 17.4975	11/01/2011		<u>M</u> ⁽⁵⁾	3,500	<u>(3)</u> 07/29/2013	Common Stock	3,500
Non-Qualified Stock Option (right to buy)	\$ 17.4975	11/01/2011		M	9,485	<u>(3)</u> 07/29/2013	Common Stock	9,485

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Alton Gregg H
GILEAD SCIENCES, INC.
333 LAKESIDE DRIVE
FOSTER CITY, CA 94404

EVP, Corp & Med Affairs

Signatures

/s/ Gregg H.
Alton

11/03/2011

**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 have a 5 year vesting schedule. 20% of the options vested on January 26, 2006, the first anniversary of the date of the grant. The balance vested 5% every three months thereafter until fully vested on January 26, 2010. The options expire on January 26, 2015.
- (2) The options have a 5 year vesting schedule. 20% of the options vested on May 9, 2006, the first anniversary of the date of the grant. The balance vested 5% every three months thereafter until fully vested on May 9, 2010. The options expire on May 9, 2015.
- (3) The options have a 5 year vesting schedule. 20% of the options vested on July 30, 2004, the first anniversary of the date of the grant. The balance vested 5% every three months thereafter until fully vested on July 30, 2008. The options expire on July 29, 2013.
- (4) Sale prices reported for the transaction reported here range from \$40.70 to \$41.2701. Full information regarding the number of shares purchased or sold at each price will be provided to the SEC, the issuer or its shareowners upon request.
- (5) Pursuant to a Rule 105b-1 trading plan established by Mr. Alton on August 19, 2009 and amended July 30, 2010

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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