

Metza Kristen
Form 4
September 17, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
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)
09/13/2012

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)
				(A) or (D) Code V Amount Price			
Common Stock	09/13/2012		M	37,500 A \$ 43.15	62,805	D	
Common Stock	09/13/2012		S	37,500 D \$ 59.95	25,305	D	
Common Stock	09/01/2012		M	15,000 A \$ 47.2	40,305	D	
Common Stock	09/13/2012		S	15,000 D \$ 59.95	25,305	D	
Common Stock	09/13/2012		M	30,000 A \$ 38.75	55,305	D	

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Common Stock	09/13/2012	S	30,000	D	\$ 59.95	25,305	D
Common Stock	09/13/2012	M	7,500	A	\$ 43.87	32,805	D
Common Stock	09/13/2012	S	7,500	D	\$ 59.95	25,305	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 38.75	09/13/2012		M ⁽²⁾	30,000	<u>(1)</u> 07/23/2017	Common Stock	30,000	
Non-Qualified Stock Option (Right to Buy)	\$ 43.15	09/13/2012		M ⁽²⁾	37,500	<u>(1)</u> 01/30/2018	Common Stock	37,500	
Non-Qualified Stock Option (Right to Buy)	\$ 43.87	09/13/2012		M ⁽²⁾	7,500	<u>(1)</u> 11/04/2019	Common Stock	7,500	
Non-Qualified Stock Option (Right to Buy)	\$ 47.2	09/13/2012		M ⁽²⁾	15,000	<u>(1)</u> 01/21/2019	Common Stock	15,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Metza Kristen GILEAD SCIENCES, INC.			SVP, Human Resources	

333 LAKESIDE DRIVE
FOSTER CITY, CA 94404

Signatures

/s/ Gregg H. Alton by Power of Attorney for Kristen M.
Metza

09/17/2012

**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 vest over 5 years. 20% vest on the first anniversary of the date of grant. The balance vest 5% every three months over the remaining 4 years. The options expire 10 years from the grant date.
- (2) The exercise and sale transactions are pursuant to a Rule 105b-1 trading plan established by Ms. Metza on February 22, 2011.

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.