

GILEAD SCIENCES INC
Form 4
May 16, 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 *
MARTIN JOHN C

(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)
02/27/2006

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)
President and CEO

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 | 02/27/2006 | | G ⁽¹⁾ | V 8,347 D \$ 0 719,870 | | D | |
| Common Stock | 02/27/2006 | | G ⁽¹⁾ | V 1,606 D \$ 0 718,264 | | D | |
| Common Stock | 02/27/2006 | | G ⁽¹⁾ | V 1,323 D \$ 0 716,941 | | D | |
| Common Stock | 05/15/2006 | | M | 120,000 A \$ 3.2657 836,941 | | D | |
| Common Stock | 05/15/2006 | | S | 35,000 D \$ 57 801,941 | | D | |

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|--------------|------------|---|--------|---|----------|---------|---|
| Common Stock | 05/15/2006 | S | 22,000 | D | \$ 57.02 | 779,941 | D |
| Common Stock | 05/15/2006 | S | 3,000 | D | \$ 57.04 | 776,941 | D |
| Common Stock | 05/15/2006 | S | 10,000 | D | \$ 57.05 | 766,941 | D |
| Common Stock | 05/15/2006 | S | 15,000 | D | \$ 57.07 | 751,941 | D |
| Common Stock | 05/15/2006 | S | 17,500 | D | \$ 57.08 | 734,441 | D |
| Common Stock | 05/15/2006 | S | 17,500 | D | \$ 57.09 | 716,941 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-qualified stock option (right to buy) | \$ 3.2657 | 05/15/2006 | | M | 120,000 | (2) 07/16/2007 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MARTIN JOHN C 333 LAKESIDE DRIVE FOSTER CITY, CA 94404 | X | | President and CEO | |

Signatures

/s/ John C.
Martin

05/16/2006

__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) Charitable gift to not-for profit organization.
 - (2) Options vested 20% on July 16, 1998, the first anniversary date of the grant. The balance vested 20% annually thereafter, and was fully vested on July 16, 2002.

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.