

LANGE LOUIS G
Form 4
April 27, 2009

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 *
LANGE LOUIS G

(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)

04/17/2009

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

EVP Cardiovascular Therapeutic

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |

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.

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---|------------------------------|------------------|------------|---|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Non Qualified Stock Option (right to buy) | \$ 85.84 | 04/17/2009 | A | 43,250 | | | | | (1) | 05/16/2010 | Common Stock | 43,250 |
| Non Qualified Stock Option (right to buy) | \$ 93.9 | 04/17/2009 | A | 21,625 | | | | | (1) | 10/31/2011 | Common Stock | 21,625 |
| Non Qualified Stock Option (right to buy) | \$ 53.67 | 04/17/2009 | A | 54,062 | | | | | (1) | 12/02/2012 | Common Stock | 54,062 |
| Non Qualified Stock Option (right to buy) | \$ 57.67 | 04/17/2009 | A | 15,570 | | | | | (1) | 12/05/2015 | Common Stock | 15,570 |
| Non Qualified Stock Option (right to buy) | \$ 30.83 | 04/17/2009 | A | 324 | | | | | (1) | 12/11/2016 | Common Stock | 324 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LANGE LOUIS G 333 LAKESIDE DRIVE FOSTER CITY, CA 94404 | | | EVP Cardiovascular Therapeutic | |

Signatures

/s/ Robin L. Washington by Power of Attorney for Louis G.
Lange

04/27/2009

__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 are fully vested.
- (2) Received in the acquisition of CV Therapeutics, Inc. ("CVT") by Gilead Sciences, Inc. (the "Acquisition") in exchange for an employee stock option to acquire 100,000 shares of CVT common stock at an exercise price of \$37.125 per share.
- (3) Received in the Acquisition in exchange for an employee stock option to acquire 50,000 shares of CVT common stock at an exercise price of \$40.61 per share.
- (4) Received in the Acquisition in exchange for an employee stock option to acquire 125,000 shares of CVT common stock at an exercise price of \$23.21 per share.
- (5) Received in the Acquisition in exchange for an employee stock option to acquire 36,000 shares of CVT common stock at an exercise price of \$24.94 per share.
- (6) Received in the Acquisition in exchange for an employee stock option to acquire 36,000 shares of CVT common stock at an exercise price of \$13.33 per share.

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.