

GILEAD SCIENCES INC
Form 4
March 08, 2006

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)
03/06/2006

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)
SVP, General Counsel

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	03/06/2006		M		2,994	A	\$ 7.4063
Common Stock	03/06/2006		M		5,000	A	\$ 7.3985
Common Stock	03/06/2006		M		5,000	A	\$ 9.81
Common Stock	03/06/2006		M		1,900	A	\$ 13.0625
							22,348
							27,348
							32,348
							34,248

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)	8. Amount or Number of Shares
Common Stock	\$ 7.3985	03/06/2006		M	5,000	<u>(1)</u> 01/17/2011	Common Stock	5,000
Incentive Stock Options (right to buy)	\$ 7.4063	03/06/2006		M	2,994	<u>(2)</u> 04/05/2010	Common Stock	2,994
Incentive Stock Option (right to buy)	\$ 9.81	03/06/2006		M	5,000	<u>(3)</u> 04/17/2011	Common Stock	5,000
Incentive Stock Option (right to buy)	\$ 13.6025	03/06/2006		M	1,900	<u>(4)</u> 07/18/2011	Common Stock	1,900

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

SVP, General Counsel

Signatures

/s/Gregg H.
Alton

03/07/2006

__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) Options vested 20% on the January 18, 2002, the first anniversary date of the grant. The balance vested 20% annually thereafter and was fully vested at January 18, 2006.
 - (2) Options vested 20% on the April 5, 2001, the first anniversary date of the grant. The balance vested 20% annually thereafter and was fully vested at April 5, 2005.
 - (3) Options vested 20% on the April 18, 2002, the first anniversary date of the grant. The balance vested 20% annually thereafter and will be fully vested at April 18, 2006.
 - (4) Options vested 20% on the July 19, 2002, the first anniversary date of the grant. The balance vested 20% annually thereafter and will be fully vested at July 19, 2006.

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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