

GILEAD SCIENCES INC  
 Form 4  
 May 04, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**DENNY JAMES M**  
  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**GILEAD SCIENCES INC [GILD]**

5. Relationship of Reporting Person(s) to Issuer  
  
 (Check all applicable)

**GILEAD SCIENCES, INC., 333 LAKESIDE DRIVE**  
  
 (Street)  
  
**FOSTER CITY, CA 94404**  
  
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
**04/30/2009**  
  
 4. If Amendment, Date Original Filed(Month/Day/Year)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
  
 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	04/30/2009		M		29,200 A \$ 8.5	282,500	D
Common Stock	04/30/2009		M		12,000 A \$ 14.25	294,500	D
Common Stock	04/30/2009		M		48,800 A \$ 15.7	343,300	D
Common Stock	04/30/2009		S		36,640 D \$ 46.3049 (1)	306,660	D
Common Stock	04/30/2009		S		39,860 D \$ 47.0185	266,800	D

(2)

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 8.5	04/30/2009		M	29,200	(3) 01/02/2013	Common Stock	29,200
Non-Qualified Stock Option (right to buy)	\$ 14.25	04/30/2009		M	12,000	(4) 04/21/2014	Common Stock	12,000
Non-Qualified Stock Option (right to buy)	\$ 15.7	04/30/2009		M	48,800	(5) 05/25/2014	Common Stock	48,800

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENNY JAMES M GILEAD SCIENCES, INC. 333 LAKESIDE DRIVE FOSTER CITY, CA 94404		X		

## Signatures

/s/Gregg Alton by Power of Attorney for James M. Denny

05/04/2009

\*\*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) Sale prices reported for the transactions reported here range from \$45.96 to \$46.58. Full information regarding the number of shares purchased or sold at each separate price will be provided to the SEC, the issuer or its shareowners upon request.
- (2) Sale prices reported for the transactions reported here range from \$47.00 to \$47.14. Full information regarding the number of shares purchased or sold at each separate price will be provided to the SEC, the issuer or its shareowners upon request.
- (3) Options vested quarterly for a period of five years beginning April 2, 2003 and were fully vested on January 2, 2008.
- (4) Options vested 100% at time of grant, April 21, 2004.
- (5) Options vested 100% at time of grant, May 25, 2004.

### Remarks:

The exercise and sale transactions reported in this Form 4 are made pursuant to a Rule 105b-1 trading plan established by Mr.

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.