

BISCHOFBERGER NORBERT W
 Form 4
 February 09, 2009

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 *
BISCHOFBERGER NORBERT W

(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)

02/04/2009

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)

EVP, R&D and CSO

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	02/04/2009		M		153,452	A	\$ 15.265
							1,229,977
Common Stock	02/04/2009		M		20,000	A	\$ 16.01
							1,249,977
Common Stock	02/04/2009		S		165,858	D	\$ 52.4329
							(1)
Common Stock	02/04/2009		S		7,594	D	\$ 52.7019
							(2)
	02/05/2009		M		6,548	A	\$ 15.265
							1,083,073

Common Stock			
Common Stock	44,394	I	by Trust
Common Stock	1,600	I	by Son
Common Stock	1,600	I	by Daughter

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 (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	Amo Nur Sha
Non-Qualified Stock Option (right to buy)	\$ 15.265	02/04/2009		M	153,452	<u>(3)</u>	01/28/2014	Common Stock	15
Non-Qualified Stock Option (right to buy)	\$ 16.01	02/04/2009		M	20,000	<u>(4)</u>	01/26/2015	Common Stock	20
Incentive Stock Option (right to buy)	\$ 15.265	02/05/2009		M	6,548	<u>(3)</u>	01/28/2014	Common Stock	6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BISCHOFBERGER NORBERT W GILEAD SCIENCES, INC. 333 LAKESIDE DRIVE FOSTER CITY, CA 94404			EVP, R&D and CSO	

Signatures

/s/ Norbert W.
Bischofberger

02/05/2009

__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 \$51.70 to \$52.69. 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 \$52.70 to \$52.71. 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) The options had a five year vesting schedule. 20% of the options vested on January 28, 2005, the first anniversary date of the grant. The balance vested 5% every three months thereafter until fully vested on January 28, 2009.
- (4) The options had a five year vesting schedule. 20% of the options vested on January 26, 2006, the first anniversary date of the grant. The balance vested 5% every three months thereafter until fully vested on January 26, 2010.

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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