

Alton Gregg H
Form 4
August 03, 2012

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)
08/01/2012

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, Corp & Med Affairs

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	(D)	Price
Common Stock	08/01/2012		M		11,000	A	\$ 21.985 50,790
Common Stock	08/01/2012		S		12,000	D	\$ 54.0833 38,790 (3)
Common Stock	08/02/2012		M		31,371	A	\$ 21.985 70,161
Common Stock	08/02/2012		S		31,371	D	\$ 57.9475 38,790 (4)
	08/02/2012		M		21,629	A	\$ 29.005 60,419

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Common
Stock

Common Stock	08/02/2012	S	21,629	D	\$ 57.9475 (4)	38,790	D
Common Stock	08/02/2012	M	7,000	A	\$ 19.36	45,790	D
Common Stock	08/02/2012	S	7,000	D	\$ 57.9475 (4)	38,790	D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 19.36	08/02/2012		M ⁽¹⁾	7,000	⁽²⁾	05/09/2015	Common Stock	7,000
Non-Qualified Stock Option (right to buy)	\$ 21.985	08/01/2012		M ⁽¹⁾	11,000	⁽²⁾	07/27/2015	Common Stock	11,000
Non-Qualified Stock Option (right to buy)	\$ 21.985	08/02/2012		M ⁽¹⁾	31,371	⁽²⁾	07/27/2015	Common Stock	31,371
Non-Qualified Stock Option (right to buy)	\$ 29.005	08/02/2012		M ⁽¹⁾	21,629	⁽²⁾	01/25/2016	Common Stock	21,629

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			EVP, Corp & Med Affairs	

Signatures

/s/ Kristen M. Metzger by Power of Attorney for Gregg H.
Alton

08/03/2012

__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) The exercise and sale transactions reported in this Form 4 made pursuant to a Rule 10b5-1 trading plan established by Mr. Alton on February 7, 2012.
 - (2) The options have a five year vesting schedule. 20% vest on the first anniversary of the date of grant. The balance will vest 5% quarterly thereafter until fully vested.
 - (3) Sale prices reported for the transactions reported here range from \$53.60 to \$54.50. 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.
 - (4) Sale prices reported for the transactions reported here range from \$57.59 to \$58.03. 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.

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.