

GILEAD SCIENCES INC
Form 4
March 08, 2006

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

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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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
333 LAKESIDE DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2006

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

FOSTER CITY, CA 94404

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	03/06/2006		M ⁽¹⁾		39,600	A	\$ 3.125	74,600	D	
Common Stock	03/06/2006		M ⁽¹⁾		400	A	\$ 4.7813	75,000	D	
Common Stock	03/06/2006		S		5,256	D	\$ 59.5	69,744	D	
Common Stock	03/06/2006		S		400	D	\$ 59.56	69,344	D	
Common Stock	03/06/2006		S		900	D	\$ 59.57	68,444	D	
	03/06/2006		S		2,200	D	\$ 59.6	66,244	D	

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Common Stock								
Common Stock	03/06/2006		S	100	D	\$ 59.61	66,144	D
Common Stock	03/06/2006		S	700	D	\$ 59.63	65,444	D
Common Stock	03/06/2006		S	344	D	\$ 59.64	65,100	D
Common Stock	03/06/2006		S	100	D	\$ 59.65	65,000	D
Common Stock	03/06/2006		S	9,156	D	\$ 59.75	55,844	D
Common Stock	03/06/2006		S	444	D	\$ 59.76	55,400	D
Common Stock	03/06/2006		S	500	D	\$ 59.77	54,900	D
Common Stock	03/06/2006		S	5,000	D	\$ 59.8	49,900	D
Common Stock	03/06/2006		S	1,068	D	\$ 59.94	48,832	D
Common Stock	03/06/2006		S	50	D	\$ 59.99	48,782	D
Common Stock	03/06/2006		S	975	D	\$ 60	47,807	D
Common Stock	03/06/2006		S	771	D	\$ 60.01	47,036	D
Common Stock	03/06/2006		S	2,036	D	\$ 60.02	45,000	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Non-Qualified Stock Option (right to buy)	\$ 3.125		03/06/2006		M ⁽¹⁾	39,600	<u>(2)</u>	01/01/2007	Common Stock	39,600
Non-Qualified Stock Option (right to buy)	\$ 4.7813		03/06/2006		M ⁽¹⁾	400	<u>(3)</u>	01/01/2008	Common Stock	400

Reporting Owners

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

Signatures

/s/ James M. Denny
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) The exercise and sale transactions reported in this Form 4 are made pursuant to a Rule 105b-1 trading plan established by Mr. Denny on August 17, 2004. The plan has since been amended and restated on August 18, 2005.
- (2) Options vested quarterly over a period of five years beginning 12/31/1996, the date the option was granted. The option was fully vested on 12/31/2001.
- (3) Options vested quarterly over a period of five years beginning 1/2/1999, the date the option was granted. The option was fully vested on 1/2/2003.

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.