

Alton Gregg H
 Form 4
 February 03, 2009

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

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)
 01/30/2009

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)
 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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	01/30/2009		M	A	\$ 8.5813	69,196	D
Common Stock	01/30/2009		S	D	\$ 51.2083 <u>(1)</u>	64,196	D
Common Stock	01/30/2009		S	D	\$ 51.4349 <u>(2)</u>	59,696	D
Common Stock	02/02/2009		M	A	\$ 8.5813	60,260	D
	02/02/2009		M	A	\$ 8.9425	64,896	D

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Common
Stock

Common Stock	02/02/2009	S	5,000	D	\$ 50.5606 (4)	59,896	D
Common Stock	02/02/2009	S	5,200	D	\$ 50.9428 (5)	54,696	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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 8.5813	01/30/2009		M	4,500	(3) 10/24/2011	Common Stock	4,500
Non-Qualified Stock Option (right to buy)	\$ 8.5813	02/02/2009		M	564	(3) 10/24/2011	Common Stock	564
Non-Qualified Stock Option (right to buy)	\$ 8.9425	02/02/2009		M	4,636	(6) 01/28/2013	Common Stock	4,636

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Alton Gregg H GILEAD SCIENCES, INC.			SVP, General Counsel	

333 LAKESIDE DRIVE
FOSTER CITY, CA 94404

Signatures

/s/ John F. Milligan by Power of Attorney for Gregg H.
Alton

02/02/2009

__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 \$51.15 to \$51.31. 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 \$51.32 to \$51.49. 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 October 25, 2002, the first anniversary date of the grant. The balance vested 5% every three months thereafter until fully vested on October 25, 2006.
- (4) Sale prices reported for the transactions reported here range from \$50.51 to \$50.65. 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.
- (5) Sale prices reported for the transactions reported here range from \$50.62 to \$52.01. 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.
- (6) The options had a five year vesting schedule. 20% of the options vested on January 29, 2004, the first anniversary date of the grant. The balance vested 5% every three months thereafter until fully vested on January 29, 2008.

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.

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