

GILEAD SCIENCES INC
 Form 4
 May 04, 2005

FORM 4

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

OMB APPROVAL

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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 *
TOOLE JOHN J

(Last) (First) (Middle)
 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)
05/02/2005

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

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	05/02/2005		M		15,996 A \$ 3.2969	25,028 (2)	D
Common Stock	05/02/2005		M		13,704 A \$ 7.2969	38,732 (2)	D
Common Stock	05/02/2005		M		200 A \$ 7.0782	38,932 (2)	D
Common Stock	05/02/2005		M		28,000 A \$ 7.0782	66,932 (2)	D
Common Stock	05/02/2005		S		2,796 D \$ 37.35	64,136	D

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Common Stock	05/02/2005	S	2,500	D	\$ 37.36	61,636	D	
Common Stock	05/02/2005	S	2,600	D	\$ 37.37	59,036	D	
Common Stock	05/02/2005	S	6,100	D	\$ 37.4	52,936	D	
Common Stock	05/02/2005	S	1,100	D	\$ 37.39	51,836	D	
Common Stock	05/02/2005	S	900	D	\$ 37.38	50,936	D	
Common Stock	05/02/2005	S	2,000	D	\$ 37.32	48,936	D	
Common Stock	05/02/2005	S	4,000	D	\$ 37.33	44,936	D	
Common Stock	05/02/2005	S	3,000	D	\$ 37.34	41,936	D	
Common Stock	05/02/2005	S	4,704	D	\$ 37.35	37,232	D	
Common Stock	05/02/2005	S	100	D	\$ 37.48	37,132	D	
Common Stock	05/02/2005	S	100	D	\$ 37.49	37,032	D	
Common Stock	05/02/2005	S	200	D	\$ 37.4	36,832	D	
Common Stock	05/02/2005	S	1,400	D	\$ 37.41	35,432	D	
Common Stock	05/02/2005	S	4,400	D	\$ 37.42	31,032	D	
Common Stock	05/02/2005	S	1,800	D	\$ 37.43	29,232	D	
Common Stock	05/02/2005	S	9,700	D	\$ 37.44	19,532	D	
Common Stock	05/02/2005	S	2,000	D	\$ 37.45	17,532	D	
Common Stock	05/02/2005	S	8,500	D	\$ 37.5	9,032	D	
Common Stock						19,600	I	by Daughters
Common Stock						4,434	I	by Trust

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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)	\$ 7.0782	05/02/2005		M	28,000	<u>(1)</u> 01/26/2010	Common Stock	28,000
Incentive Stock Option (right to buy)	\$ 7.0782	05/02/2005		M	200	<u>(3)</u> 01/26/2010	Common Stock	200
Incentive Stock Option (right to buy)	\$ 3.2969	05/02/2005		M	15,996	<u>(4)</u> 09/22/2008	Common Stock	15,996
Incentive Stock Option (right to buy)	\$ 7.2969	05/02/2005		M	13,704	<u>(5)</u> 07/22/2009	Common Stock	13,704

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOOLE JOHN J 333 LAKESIDE DRIVE FOSTER CITY, CA 94404			SVP	

Signatures

/s/ John J. Toole 05/04/2005
 **Signature of Date
 Reporting Person

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) This option was fully vested on 10/26/04
- (2) All share and dollar amounts reflect a two-for-one stock split made effective on September 3, 2004 benefitting all stockholders as of the record date August 12, 2004.
- (3) This option was fully vested on 01/26/05.
- (4) This option was fully vested on 09/23/03.
- (5) This options was fully vested on 07/22/04.

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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