

GILEAD SCIENCES INC
 Form 4
 December 03, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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)
 12/01/2014

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 or Price		
Common Stock	12/01/2014		M		30,633 A \$ 24.295	149,327	D
Common Stock	12/01/2014		M		367 A \$ 23.755	149,694	D
Common Stock	12/01/2014		S		20,700 D \$ 100.464 ⁽⁴⁾	128,994	D
Common Stock	12/01/2014		S		10,300 D \$ 101.4386 ⁽⁵⁾	118,694	D
Common Stock	12/01/2014		S		1,400 D \$ 100.4508	117,294	D

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Common Stock	12/01/2014	S	600	D	(6)	116,694	D
					\$		
					101,4467		

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 23.755	12/01/2014		M ⁽¹⁾	367	⁽²⁾ 01/28/2020	Common Stock	367
Non-Qualified Stock Option (right to buy)	\$ 24.295	12/01/2014		M ⁽¹⁾	30,633	⁽³⁾ 01/26/2022	Common Stock	30,633

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

12/03/2014

**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 10b5-1 trading plan.
- (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) The options have a four year vesting schedule. 25% of the options will vest on the first anniversary date of the grant. The balance will vest 6.25% quarterly thereafter until fully vested.
- (4) Sale prices reported for the transactions reported here range from \$99.93 to \$100.8958. 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 \$100.9513 to \$101.7529. 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) Sale prices reported for the transactions reported here range from \$99.93 to \$100.91. 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.
- (7) Sale prices reported for the transactions reported here range from \$101.09 to \$101.69. 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.

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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