

YOUNG KEVIN

Form 4

February 03, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
YOUNG KEVIN

(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)
02/02/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP, Commercial Operations

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	02/02/2006		A		2,828	A	\$ 35.35	4,082 ⁽²⁾	D	
Common Stock	02/02/2006		A		47,172	A	\$ 35.35	51,254	D	
Common Stock	02/02/2006		S		21,110	D	\$ 60.5	30,144	D	
Common Stock	02/02/2006		S		900	D	\$ 60.47	29,244	D	
Common Stock	02/02/2006		S		100	D	\$ 60.46	29,144	D	

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Common Stock	02/02/2006	S	300	D	\$ 60.43	28,844	D
Common Stock	02/02/2006	S	4,100	D	\$ 60.42	24,744	D
Common Stock	02/02/2006	S	100	D	\$ 60.41	24,644	D
Common Stock	02/02/2006	S	700	D	\$ 60.4	23,944	D
Common Stock	02/02/2006	S	300	D	\$ 60.39	23,644	D
Common Stock	02/02/2006	S	400	D	\$ 60.38	23,244	D
Common Stock	02/02/2006	S	4,000	D	\$ 60.37	19,244	D
Common Stock	02/02/2006	S	100	D	\$ 60.36	19,144	D
Common Stock	02/02/2006	S	17,890	D	\$ 60.35	1,254	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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 35.35	02/02/2006		M		2,828		<u>(1)</u>	11/02/2014	Common Stock	2,828
Non-qualified Stock Option (right to buy)	\$ 35.35	02/02/2006		M		47,172		<u>(1)</u>	11/02/2014	Common Stock	47,172

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
YOUNG KEVIN GILEAD SCIENCES, INC. 333 LAKESIDE DRIVE FOSTER CITY, CA 94404	EVP, Commercial Operations

Signatures

/s/ Kevin Young 02/03/2006

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) The options vested 20% on November 2, 2005, the first anniversary date of the grant. The balance will vest every three months thereafter until fully vested on November 2, 2009.
- (2) Amount of Securities Beneficially Owned Following Reported Transaction (s) (Table 1, Col. 5) includes 1,254 shares acquired under the Gilead Sciences, Inc. Employee Stock Purchase Plan from December 31, 2004 through December 30, 2005.

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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