

GILEAD SCIENCES INC

Form 4

February 21, 2017

**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  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BISCHOFBERGER NORBERT W**

(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)  
**02/15/2017**

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) below)

EVP, R&amp;D and CSO

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)
Common Stock	02/15/2017		A	V 315 <sup>(1)</sup>	A \$ 59.33	22,287	D
Common Stock	02/16/2017		A	5,773 <sup>(2)</sup>	A \$ 0	28,060	D
Common Stock	02/16/2017		A	3,021 <sup>(3)</sup>	A \$ 0	31,081	D
Common Stock	02/16/2017		F	7,070	D \$ 70.31	24,011	D
Common Stock	02/16/2017		G	V 11,558 <sup>(4)</sup>	D \$ 0	12,453	D

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Common Stock      02/16/2017      G   V   11,558   A   \$ 0   2,318,407   I   By Trust

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

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**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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BISCHOFBERGER NORBERT W GILEAD SCIENCES, INC. 333 LAKESIDE DRIVE FOSTER CITY, CA 94404			EVP, R&D and CSO	

## Signatures

/s/ Marissa Song by Power of Attorney for Norbert W. Bischofberger

02/21/2017

\_\_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) Shares were acquired under the Gilead Sciences, Inc. Employee Stock Purchase Plan.

(2) Represents shares of the Issuer's common stock subject to specific tranches of the performance share awards made to the Reporting Person on February 1, 2015, and February 1, 2016. Such tranches of shares were subject to both performance-vesting and service-vesting requirements. The performance vesting requirement was satisfied on the date reported in Column 2 above upon certification of

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performance goal attainment by the Compensation Committee of the Issuer's Board of Directors. However, the shares will not be issued to the Reporting Person until such individual satisfies the applicable service-vesting requirements by continuing in the Issuer's employ through December 31, 2017 and December 31, 2018, respectively.

- (3) Represents shares of the Issuer's common stock subject to specific tranches of the performance share award made to the Reporting Person on February 1, 2014. Such tranches of shares were subject to performance-vesting and service-vesting requirements and became issuable on the date reported in Column 2 above upon certification of performance goal attainment by the Compensation Committee of the Issuer's Board of Directors.

- (4) Shares gifted to family trust.

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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