

MARTIN JOHN C
Form 4
October 12, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARTIN JOHN C

(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)

10/10/2006

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)

President and CEO

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	10/10/2006		M ⁽¹⁾	35,000 A	\$ 2.8594 772,629	D	
Common Stock	10/10/2006		S ⁽¹⁾	3,700 D	\$ 64.4 768,929	D	
Common Stock	10/10/2006		S ⁽¹⁾	3,200 D	\$ 64.4512 765,729	D	
Common Stock	10/10/2006		S ⁽¹⁾	5,000 D	\$ 64.5156 760,729	D	
Common Stock	10/10/2006		S ⁽¹⁾	5,000 D	\$ 64.5328 755,729	D	

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Common Stock	10/10/2006	<u>S</u> (1)	3,100	D	\$ 64.6106	752,629	D
Common Stock	10/10/2006	<u>S</u> (1)	5,000	D	\$ 64.501	747,629	D
Common Stock	10/10/2006	<u>S</u> (1)	5,000	D	\$ 64.4941	742,629	D
Common Stock	10/10/2006	<u>S</u> (1)	5,000	D	\$ 64.5287	737,629 ⁽³⁾	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-qualified stock option (right to buy)	\$ 2.8594	10/10/2006		M	35,000	<u>(2)</u> 07/22/2008	Common Stock 35,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTIN JOHN C 333 LAKESIDE DRIVE FOSTER CITY, CA 94404	X		President and CEO	

Signatures

/s/ John C.
Martin 10/11/2006

 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 established by Dr. Martin on August 29, 2006.

(2) The options vested 20% on July 23, 1999, the first anniversary date of the grant. The balance vested 5% every three months thereafter and was fully vested as of July 23, 2003.

(3) Amount of securities beneficially owned following the reported transactions (Table 1, Col.5) includes 720 shares acquired under the Gilead Sciences, Inc. Employee Stock Purchase Plan on June 30, 2006.

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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