

GILEAD SCIENCES INC

Form 4

August 11, 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  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DENNY JAMES M

(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)  
08/09/2006

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)

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	08/09/2006		M <sup>(3)</sup>		31,600	A	\$ 4.7813	86,600	D
Common Stock	08/09/2006		M <sup>(3)</sup>		8,400	A	\$ 5.1329	95,000	D
Common Stock	08/09/2006		S		192	D	\$ 61.56	94,808	D
Common Stock	08/09/2006		S		100	D	\$ 61.57	94,708	D
Common Stock	08/09/2006		S		500	D	\$ 61.59	94,208	D
	08/09/2006		S		800	D	\$ 61.6	93,408	D

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Common Stock							
Common Stock	08/09/2006	S	1,400	D	\$ 61.61	92,008	D
Common Stock	08/09/2006	S	3,200	D	\$ 61.62	88,808	D
Common Stock	08/09/2006	S	1,200	D	\$ 61.64	87,608	D
Common Stock	08/09/2006	S	1,800	D	\$ 61.65	85,808	D
Common Stock	08/09/2006	S	600	D	\$ 61.66	85,208	D
Common Stock	08/09/2006	S	1,008	D	\$ 61.67	84,200	D
Common Stock	08/09/2006	S	1,200	D	\$ 61.68	83,000	D
Common Stock	08/09/2006	S	600	D	\$ 61.69	82,400	D
Common Stock	08/09/2006	S	700	D	\$ 61.7	81,700	D
Common Stock	08/09/2006	S	500	D	\$ 61.72	81,200	D
Common Stock	08/09/2006	S	100	D	\$ 61.74	81,100	D
Common Stock	08/09/2006	S	200	D	\$ 61.75	80,900	D
Common Stock	08/09/2006	S	200	D	\$ 61.76	80,700	D
Common Stock	08/09/2006	S	200	D	\$ 61.78	80,500	D
Common Stock	08/09/2006	S	500	D	\$ 61.79	80,000	D
Common Stock	08/09/2006	S	500	D	\$ 62.07	79,500	D
Common Stock	08/09/2006	S	1,083	D	\$ 62.08	78,417	D
Common Stock	08/09/2006	S	600	D	\$ 62.09	77,817	D

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

**Persons who respond to the collection of  
information contained in this form are not**

SEC 1474  
(9-02)

required to respond unless the form  
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number.

**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 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)	\$ 4.7813	08/09/2006		M		31,600		<u>(1)</u>	01/01/2008	Common Stock	31,600
Non-Qualified Stock Option (right to buy)	\$ 5.1329	08/09/2006		M		8,400		<u>(2)</u>	01/01/2009	Common Stock	8,400

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DENNY JAMES M 333 LAKESIDE DRIVE FOSTER CITY, CA 94404	X

## Signatures

/s/ James M.  
Denny 08/10/2006

\_\_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) Options vested quarterly over a period of five years beginning December 31, 1997, the date of grant.
- (2) Options vested quarterly over a period of five years beginning January 2, 1999, the date of grant.
- (3) The exercise and sale transactions reported in this Form 4 are made pursuant to a Rule 105b-1 trading plan established by Mr. Denny on August 17, 2004. The plan has since been amended and restated on August 18, 2005.

Remarks:

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Form 4: 1 of 2 (all transactions of August 9, 2006 are reported on two Form 4s due to space constraints on the Form 4)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.