

GILEAD SCIENCES INC
 Form 4
 February 22, 2007

FORM 4

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

OMB APPROVAL

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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 *
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)
02/20/2007

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, Commercial Operations

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/20/2007 | | M | A | \$ 10,000 32.02 | 11,974 | D |
| Common Stock | 02/20/2007 | | M | A | \$ 20,000 35.35 | 31,974 | D |
| Common Stock | 02/20/2007 | | S | D | \$ 10,168 72.24 | 21,806 | D |
| Common Stock | 02/20/2007 | | S | D | \$ 1,728 72.25 | 20,078 | D |
| Common Stock | 02/20/2007 | | S | D | \$ 731 72.23 | 19,347 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|----------------------|---|
| Common Stock | 02/20/2007 | S | 400 | D | \$ 72.3 | 18,947 | D |
| Common Stock | 02/20/2007 | S | 1,100 | D | \$ 72.29 | 17,847 | D |
| Common Stock | 02/20/2007 | S | 500 | D | \$ 72.31 | 17,347 | D |
| Common Stock | 02/20/2007 | S | 234 | D | \$ 72.27 | 17,113 | D |
| Common Stock | 02/20/2007 | S | 1,000 | D | \$ 72.26 | 16,113 | D |
| Common Stock | 02/20/2007 | S | 1,580 | D | \$ 72.37 | 14,533 | D |
| Common Stock | 02/20/2007 | S | 1,668 | D | \$ 72.32 | 12,865 | D |
| Common Stock | 02/20/2007 | S | 5,591 | D | \$ 72.34 | 7,274 | D |
| Common Stock | 02/20/2007 | S | 2,400 | D | \$ 72.28 | 4,874 | D |
| Common Stock | 02/20/2007 | S | 100 | D | \$ 72.36 | 4,774 | D |
| Common Stock | 02/20/2007 | S | 2,800 | D | \$ 72.33 | 1,974 ⁽¹⁾ | 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 required to respond unless the form displays a currently valid OMB control number.

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option | \$ 32.02 | 02/20/2007 | | M | (A) 10,000 | ⁽²⁾ 01/26/2015 | Common Stock | 10,000 |

(right to buy)

Non-Qualified
Stock Option (right to buy)

\$ 35.35

02/20/2007

M

20,000

(3)

11/02/2014

Common
Stock

20,0

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

02/21/2007

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) Amount of securities beneficially owned following the reported transactions includes 720 shares acquired under the Gilead Sciences, Inc. Employee Stock Purchase Plan on June 30, 2006
- (2) Options vested 20% on January 26, 2006, the first anniversary of the grant. The balance will vest 5% every three months thereafter until fully vested on January 26, 2010.
- (3) Options vested 20% on November 2, 2005, the first anniversary of the grant. The balance will vest 5% every three months thereafter until fully vested on November 2, 2009.

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