

Alton Gregg H
Form 4
November 22, 2005

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Alton Gregg H

(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)

11/21/2005

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)

SVP, General Counsel

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 11/21/2005 | | M | | 5,010 A \$ 8.336 | 24,364 | D |
| Common Stock | 11/21/2005 | | M | | 3,000 A \$ 7.4063 | 27,364 | D |
| Common Stock | 11/21/2005 | | M | | 5,000 A \$ 7.3985 | 32,364 | D |
| Common Stock | 11/21/2005 | | M | | 5,000 A \$ 9.81 | 37,364 | D |
| Common Stock | 11/21/2005 | | S | | 10,945 D \$ 54 | 26,419 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|--------|---|
| Common Stock | 11/21/2005 | S | 2,080 | D | \$ 54.03 | 24,339 | D |
| Common Stock | 11/21/2005 | S | 185 | D | \$ 54.026 | 24,154 | D |
| Common Stock | 11/21/2005 | S | 4,800 | D | \$ 54.04 | 19,354 | 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 Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 8.336 | 11/21/2005 | | M | 5,010 | <u>(1)</u> 10/21/2009 | Common Stock | 5,010 | |
| Non-Qualified Stock Option (right to buy) | \$ 7.4063 | 11/21/2005 | | M | 3,000 | <u>(2)</u> 04/05/2010 | Common Stock | 3,000 | |
| Non-Qualified Stock Option (right to buy) | \$ 7.3985 | 11/21/2005 | | M | 5,000 | <u>(3)</u> 01/17/2011 | Common Stock | 5,000 | |
| Non-Qualified Stock Option (right to buy) | \$ 9.81 | 11/21/2005 | | M | 5,000 | <u>(4)</u> 04/17/2011 | Common Stock | 5,000 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Alton Gregg H
GILEAD SCIENCES, INC.
333 LAKESIDE DRIVE
FOSTER CITY, CA 94404

SVP, General Counsel

Signatures

/s/Mark L. Perry as Power of Attorney for Gregg H.
Alton

11/22/2005

__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 20% annually beginning on 10/21/2000, the first anniversary date of the grant. The options were fully vested as of 10/21/2004.
- (2) Options vested 20% on 4/5/2001, the first anniversary date of the grant. The remaining balance vested quarterly and were fully vested as of 4/5/2005.
- (3) Options vested 20% on 1/18/2002, the first anniversary date of the grant. The remaining balance vested quarterly and were fully vested as of 1/18/2005.
- (4) Options vested 20% on 4/18/2002, the first anniversary date of the grant. The remaining balance vested quarterly and were fully vested as of 4/18/2005.

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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