

TOOLE JOHN J
Form 4
November 23, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
TOOLE JOHN J

(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)
11/22/2005

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, Clinical Research

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	11/22/2005		M		20,000	A	\$ 9.3438
Common Stock	11/22/2005		S		8,521	D	\$ 53.912
Common Stock	11/22/2005		S		1,100	D	\$ 53.94
Common Stock	11/22/2005		S		1,695	D	\$ 53.96
Common Stock	11/22/2005		S		800	D	\$ 53.95
					29,751	D	
					21,230	D	
					20,130	D	
					18,435	D	
					17,635	D	

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Common Stock	11/22/2005	S	600	D	\$ 53.93	17,035	D	
Common Stock	11/22/2005	S	1,000	D	\$ 54	16,035	D	
Common Stock	11/22/2005	S	200	D	\$ 53.98	15,835	D	
Common Stock	11/22/2005	S	300	D	\$ 53.97	15,535	D	
Common Stock	11/22/2005	S	1,400	D	\$ 54.05	14,135	D	
Common Stock	11/22/2005	S	674	D	\$ 54.01	13,461	D	
Common Stock	11/22/2005	S	100	D	\$ 54.03	13,361	D	
Common Stock	11/22/2005	S	100	D	\$ 53.91	13,261	D	
Common Stock	11/22/2005	S	600	D	\$ 54.04	12,661	D	
Common Stock	11/22/2005	S	399	D	\$ 54.02	12,262	D	
Common Stock	11/22/2005	S	649	D	\$ 54.09	11,613	D	
Common Stock	11/22/2005	S	500	D	\$ 54.08	11,113	D	
Common Stock	11/22/2005	S	100	D	\$ 54.07	11,013	D	
Common Stock	11/22/2005	S	1,262	D	\$ 54.1	9,751	D	
Common Stock						19,600	I	by Daughters
Common Stock						4,434	I	by Trust

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 9.3438	11/22/2005		M	20,000	07/20/2001 ⁽¹⁾ 07/20/2010	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOOLE JOHN J 333 LAKESIDE DRIVE FOSTER CITY, CA 94404			SVP, Clinical Research	

Signatures

/s/ John J. Toole 11/23/2005
 **Signature of Date
 Reporting Person

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% on the first anniversary date of the grant and the balance vested quarterly for the next 48 months thereafter.

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.