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GILEAD SCIENCES INC
Form 424B3
July 03, 2001

Filed Pursuant to
Rule 424 (b) (3) and (c)
File No. 333-54350

GILEAD SCIENCES, INC.

\$250,000,000 PRINCIPAL AMOUNT
5% CONVERTIBLE SUBORDINATED NOTES DUE DECEMBER 15, 2007
AND
SHARES OF COMMON STOCK ISSUABLE UPON CONVERSION OF THE NOTES

This prospectus supplement should be read in conjunction with the prospectus dated February 9, 2001, which is to be delivered with this prospectus supplement.

SEE "RISK FACTORS" BEGINNING ON PAGE 6 OF THE PROSPECTUS TO READ ABOUT FACTORS YOU SHOULD CONSIDER BEFORE BUYING THE NOTES OR OUR COMMON STOCK.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The table and related notes, and the paragraph immediately following the table and related notes, appearing in the prospectus under the heading "Selling Securityholders" is superseded by the following table and related notes, and the following paragraph immediately following the table and related notes:

NAME	PRINCIPAL AMOUNT OF NOTES BENEFICIALLY OWNED AND OFFERED (1)	COMMON STOCK BENEFICIALLY OWNED (2)	COMMON STOCK OFFERED
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1976 Distribution Trust FBO A.R. Lander / Zinterhofer	14,000	284	284
1976 Distribution Trust FBO Jane A. Lander	14,000	284	284
AAM / Zazove Institutional Income Fund, L.P. (BS)	1,000,000	20,356	20,356
AFTRA Health Fund	75,000	1,526	1,526
Alexandra Global Investment Fund 1, Ltd.	2,500,000	50,890	50,890

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American Motorist Insurance Company	489,000	9,954	9,954
Arapahoe County Colorado	48,000	977	977
Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd.	4,500,000	91,603	91,603
Argent Convertible Arbitrage Fund Ltd.	3,000,000	61,068	61,068
BP Amoco PLC, Master Trust	1,072,000	21,821	21,821
British Virgin Islands Social Security Board	36,000	732	732
Brown & Williamson Tobacco Retirement Trust	25,000	508	508
Century National Insurance Company	500,000	10,178	10,178
City of New Orleans	201,000	4,091	4,091
Deutsche Banc Alex Brown Inc	15,125,000	307,888	307,888
Employee Benefit Convertible Securities Fund (Custodian DTC #955 Bank of America Personal Trust)	175,000	3,562	3,562
Fidelity Financial Trust: Fidelity Convertible Securities Fund	1,500,000	30,534	30,534
First Union Securities Inc.	2,025,000	41,221	41,221
FIST Convertible Securities Fund	1,500,000	30,534	30,534
Forest Alternative Strategies Fund II L.P. ASM	25,000	508	508
Forest Global Convertible Fund A-5	1,755,000	35,725	35,725
HFR Master Fund Ltd.	120,000	2,442	2,442
Highbridge International LLC	6,852,000	139,480	139,480
Hotel Union & Hotel Industry of Hawaii	373,000	7,592	7,592
Jefferies & Company Inc.	8,000	162	162
JMG Capital Partners, LP	3,500,000	71,246	71,246
JMG Triton Offshore Fund Ltd.	3,500,000	71,246	71,246
J.P. Morgan Securities, Inc.	1,950,000	39,694	39,694
KBC Financial Products USA	2,500,000	50,890	50,890
Lehman Brothers Inc.	20,000,000	407,124	407,124
Lipper Convertibles L.P.	1,000,000	20,356	20,356
LLT Limited	100,000	2,035	2,035
Local Initiatives Support Corporation	46,000	936	936
Mainstay Convertible Fund	1,400,000	28,498	28,498
Mainstay VP Convertible Portfolio	350,000	7,124	7,124
Merrill Lynch Insurance Group	246,000	5,007	5,007
Museum of Fine Arts, Nbooston	17,000	346	346
Nabisco Holdings	29,000	590	590
Nations Convertible Securities Fund (Custodian DTC #901 Bank of New York)	3,575,000	72,773	72,773
New Orleans Firefighters Pension / Relief Fund	106,000	2,157	2,157
New York Life Insurance and Annuity Corporation	1,000,000	20,356	20,356
New York Life Insurance Company	9,000,000	183,206	183,206
New York Life Separate Account #7	150,000	3,053	3,053

2.

NAME	PRINCIPAL AMOUNT OF NOTES BENEFICIALLY OWNED AND OFFERED (1)	COMMON STOCK BENEFICIALLY OWNED (2)	COMMON STOCK OFFERED
Occidental Petroleum Corporation	194,000	3,949	3,949
Pacific Life Insurance Company	1,000,000	20,356	20,356

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Parker-Hannifin Corporation	54,000	1,099	1,099
Pro-Mutual	685,000	13,944	13,944
Putnam Asset Allocation Funds-Balanced Portfolio	239,000	4,865	4,865
Putnam Asset Allocation Funds-Conservative Portfolio	171,000	3,480	3,480
Putnam Convertible Income-Growth Trust	2,811,000	57,221	57,221
Putnam Convertible Opportunities and IncomeTrust	73,000	1,486	1,486
Putnam High Income Convertible and Bond Fund	609,000	12,396	12,396
Raytheon Master Pension Trust	529,000	10,768	10,768
RBC Capital Services, Inc. c/o Forest Investment Mngt., L.L.C.	20,000	407	407
RJR Reynolds	92,000	1,872	1,872
Robertson Stephens	6,000,000	122,137	122,137
San Diego County Employees Retirement Association	2,100,000	42,748	42,748
SG Cowen Securities Corporation	2,000,000	40,712	40,712
Shell Pension Trust	428,000	8,712	8,712
Smithfield Trust Company	10,000	203	203
State of Maryland Retirement System	2,509,000	51,073	51,073
The City University of New York	119,000	2,422	2,422
The Grable Foundation	91,000	1,852	1,852
The Grady Hospital Foundation	103,000	2,096	2,096
Tribeca Investment LLC	8,000,000	162,849	162,849
University of Rochester	28,000	569	569
Viacom Inc. Pension Plan Master Trust	47,000	956	956
Zurich Master Hedge Fund c/o Forest Investment Mngt., L.L.C.	100,000	2,035	2,035

(1) Amounts indicated may be in excess of the total amount registered due to sales or transfers exempt from the registration requirements of the Securities Act since the date upon which the selling holders provided to us the information regarding their notes and common stock.

(2) Unless otherwise noted, represents shares of common stock issuable upon conversion of notes.

With the exception of J.P. Morgan Securities, Inc., Lehman Brothers Inc. and Morgan Stanley & Co., none of the selling holders nor any of their affiliates, officers, directors or principal equity holders has held any position or office or has had any material relationship with us within the past three years. J. P. Morgan Securities, Inc., Lehman Brothers Inc. and Morgan Stanley & Co. were initial purchasers of the notes. The selling holders purchased the notes in private transactions on or after December 13, 2000.

The date of this prospectus supplement is July 3, 2001.