

Washington Robin L
Form 4
September 19, 2012

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 *
Washington Robin L

(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)
09/17/2012

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, CFO

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)
				(A) or (D)	Price		
Common Stock	09/17/2012		M	42,500	A \$ 54.14	53,913	D
Common Stock	09/17/2012		S	42,500	D \$ 64.827	11,413	D
Common Stock	09/17/2012		M	8,750	A \$ 47.2	20,163	D
Common Stock	09/17/2012		S	8,750	D \$ 64.827	11,413	D
	09/17/2012		M	6,000	A \$ 47.51	17,413	D

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Common
Stock

Common Stock	Date	Type	Quantity	Code	Price	Value	Disposition
Common Stock	09/17/2012	S	6,000	D	\$ 64.827 <u>(3)</u>	11,413	D
Common Stock	09/18/2012	M	4,500	A	\$ 49.81	15,913	D
Common Stock	09/18/2012	S	4,500	D	\$ 67.25	11,413	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 Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 47.2	09/17/2012		M ⁽¹⁾	8,750	⁽²⁾ 01/21/2019	Common Stock	8,750
Non-Qualified Stock Option (right to buy)	\$ 47.51	09/17/2012		M ⁽¹⁾	6,000	⁽²⁾ 01/28/2020	Common Stock	6,000
Non-Qualified Stock Option (right to buy)	\$ 49.81	09/18/2012		M ⁽¹⁾	4,500	⁽²⁾ 07/29/2019	Common Stock	4,500
Non-Qualified Stock Option (right to buy)	\$ 54.14	09/17/2012		M ⁽¹⁾	42,500	⁽²⁾ 05/07/2018	Common Stock	42,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Washington Robin L
GILEAD SCIENCES, INC.
333 LAKESIDE DRIVE
FOSTER CITY, CA 94404

SVP, CFO

Signatures

/s/ John F. Milligan by Power of Attorney for Robin L.
Washington

09/19/2012

__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) The exercise and sale transactions are pursuant to a Rule 105b-1 trading plan established by Ms. Washington on December 11, 2011.
- (2) The options have a five year vesting schedule. 20% vest on the first anniversary of the date of grant. The balance will vest 5% quarterly thereafter until fully vested.
- (3) Sale prices reported for the transactions reported here range from \$64.14 to \$64.97. Full information regarding the number of shares purchased or sold at each separate price will be provided to the SEC, the issuer or its shareowners upon request.

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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