

GILEAD SCIENCES INC

Form 4

August 18, 2006

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

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

OMB APPROVAL

OMB
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(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)
08/16/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

SVP, Clinical Research

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	08/16/2006		M		24,000	A	\$ 9.81	37,551	D
Common Stock	08/16/2006		M		26,000	A	\$ 7.3985	63,551	D
Common Stock	08/16/2006		S		200	D	\$ 63.6	63,351	D
Common Stock	08/16/2006		S		8,618	D	\$ 63.61	54,733	D
Common Stock	08/16/2006		S		8,550	D	\$ 63.62	46,183	D

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Common Stock	08/16/2006	S	1,450	D	\$ 63.63	44,733	D
Common Stock	08/16/2006	S	4,684	D	\$ 63.64	40,049	D
Common Stock	08/16/2006	S	901	D	\$ 63.65	39,148	D
Common Stock	08/16/2006	S	4,806	D	\$ 63.66	34,342	D
Common Stock	08/16/2006	S	300	D	\$ 63.67	34,042	D
Common Stock	08/16/2006	S	200	D	\$ 63.68	33,842	D
Common Stock	08/16/2006	S	791	D	\$ 63.69	33,051	D
Common Stock	08/16/2006	S	1,300	D	\$ 63.7	31,751	D
Common Stock	08/16/2006	S	3,100	D	\$ 63.71	28,651	D
Common Stock	08/16/2006	S	1,200	D	\$ 63.73	27,451	D
Common Stock	08/16/2006	S	500	D	\$ 63.74	26,951	D
Common Stock	08/16/2006	S	400	D	\$ 63.75	26,551	D
Common Stock	08/16/2006	S	2,100	D	\$ 63.76	24,451	D
Common Stock	08/16/2006	S	400	D	\$ 63.77	24,051	D
Common Stock	08/16/2006	S	300	D	\$ 63.78	23,751	D
Common Stock	08/16/2006	S	6,200	D	\$ 63.81	17,551	D
Common Stock	08/16/2006	S	500	D	\$ 63.85	17,051	D
Common Stock	08/16/2006	S	1,500	D	\$ 63.86	15,551	D
Common Stock	08/16/2006	S	800	D	\$ 63.87	14,751	D
Common Stock	08/16/2006	S	500	D	\$ 63.88	14,251	D
	08/16/2006	S	202	D	\$ 63.94	14,049	D

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Common
Stock

Common Stock 08/16/2006 S 298 D \$ 63.94 13,751 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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 9.81	08/16/2006		M		24,000		<u>(1)</u>	04/17/2011	Common Stock	24,000
Non-Qualified Stock Option (right to buy)	\$ 7.3985	08/16/2006		M		26,000		<u>(2)</u>	01/17/2011	Common Stock	26,000

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 08/17/2006
 **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% on the April 18, 2002, the first anniversary date of the grant. The balance vested every three months thereafter and was fully vested at April 18, 2006.
 - (2) Options vested 20% on the January 18, 2002, the first anniversary date of the grant. The balance vested every three months thereafter and was fully vested at January 18, 2006.

Remarks:

Form 1 of 2(due to space constraints, data is put on two Form 4s)

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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