

GILEAD SCIENCES INC
 Form 4
 February 21, 2017

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 *
BISCHOFBERGER NORBERT W

(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)

02/15/2017

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)

EVP, R&D and CSO

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|--|
| | | | | (A) or (D) | Price | | | | | |
| Common Stock | 02/15/2017 | | A | V | 315 ⁽¹⁾ | A | \$ 59.33 | 22,287 | D | |
| Common Stock | 02/16/2017 | | A | | 5,773 ⁽²⁾ | A | \$ 0 | 28,060 | D | |
| Common Stock | 02/16/2017 | | A | | 3,021 ⁽³⁾ | A | \$ 0 | 31,081 | D | |
| Common Stock | 02/16/2017 | | F | | 7,070 | D | \$ 70.31 | 24,011 | D | |
| Common Stock | 02/16/2017 | | G | V | 11,558 ⁽⁴⁾ | D | \$ 0 | 12,453 | D | |

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Common Stock 02/16/2017 G V 11,558⁽⁴⁾ A \$ 0 2,318,407 I By Trust

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BISCHOFBERGER NORBERT W
GILEAD SCIENCES, INC.
333 LAKESIDE DRIVE
FOSTER CITY, CA 94404

EVP,
R&D and
CSO

Signatures

/s/ Marissa Song by Power of Attorney for Norbert W. Bischofberger

02/21/2017

__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) Shares were acquired under the Gilead Sciences, Inc. Employee Stock Purchase Plan.
- (2) Represents shares of the Issuer's common stock subject to specific tranches of the performance share awards made to the Reporting Person on February 1, 2015, and February 1, 2016. Such tranches of shares were subject to both performance-vesting and service-vesting requirements. The performance vesting requirement was satisfied on the date reported in Column 2 above upon certification of

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performance goal attainment by the Compensation Committee of the Issuer's Board of Directors. However, the shares will not be issued to the Reporting Person until such individual satisfies the applicable service-vesting requirements by continuing in the Issuer's employ through December 31, 2017 and December 31, 2018, respectively.

(3) Represents shares of the Issuer's common stock subject to specific tranches of the performance share award made to the Reporting Person on February 1, 2014. Such tranches of shares were subject to performance-vesting and service-vesting requirements and became issuable on the date reported in Column 2 above upon certification of performance goal attainment by the Compensation Committee of the Issuer's Board of Directors.

(4) Shares gifted to family trust.

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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