Alton Gregg H Form 4 June 03, 2011

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

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(Print or Type Responses)

1. Name and Address of Reporting Person * Alton Gregg H			2. Issuer Name and Ticker or Trading Symbol GILEAD SCIENCES INC [GILD]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
GILEAD SCIENCES, INC., 333			06/01/2011	_X_ Officer (give title Other (specify below)			
LAKESIDE DRIVE							
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
FOSTER CIT	Y, CA 944	-04		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	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. Transactic Code (Instr. 8)		sed of 4 and (A) or	` ′	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)
Common Stock	06/01/2011		M	7,000	A	\$ 16.01	40,481	D	
Common Stock	06/01/2011		S	8,000	D	\$ 41.5199 (2)	32,481	D	

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

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SEC 1474

(9-02)

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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 proof 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 Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 16.01	06/01/2011		M	7,000	<u>(1)</u>	01/26/2015	Common Stock	7,00

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Alton Gregg H GILEAD SCIENCES, INC. 333 LAKESIDE DRIVE FOSTER CITY, CA 94404

EVP, Corp & Med Affairs

Signatures

/s/ Kristen Metza as power of attorney for Gregg H.
Alton

06/03/2011

**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 options have a 5 year vesting schedule. 20% of the options vested on January 26, 2006, the first anniversary of the date of the grant. The balance vested 5% every three months thereafter until fully vested on January 26, 2010. The options expire on January 26, 2015.
- Sale prices reported for the transaction reported here range from \$41.37 to \$41.72. Full information regarding the number of shares purchased or sold at each price will be provided to the SEC, the issuer or its shareowners upon request.

Remarks:

The exercise and sale transactions reported in this Form 4 are made pursuant to a Rule 105b-1 trading plan established by Mr.

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.

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