

Metza Kristen
Form 4
July 03, 2008

FORM 4

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

OMB APPROVAL

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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 *
Metza Kristen

(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)

07/01/2008

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, Human Resources

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 | 07/01/2008 | | M | | 1,500 | A | \$ 30.945 |
| Common Stock | 07/01/2008 | | M | | 6,000 | A | \$ 32.79 |
| Common Stock | 07/01/2008 | | S | | 500 | D | \$ 51.4125 |
| Common Stock | 07/01/2008 | | S | | 250 | D | \$ 51.42 |
| Common Stock | 07/01/2008 | | S | | 750 | D | \$ 51.5918 |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|-------|---|
| Common Stock | 07/01/2008 | S | 1,500 | D | \$ 51.6918 | 8,618 | D |
| Common Stock | 07/01/2008 | S | 750 | D | \$ 51.8118 | 7,868 | D |
| Common Stock | 07/01/2008 | S | 50 | D | \$ 51.97 | 7,818 | D |
| Common Stock | 07/01/2008 | S | 700 | D | \$ 51.9713 | 7,118 | D |
| Common Stock | 07/01/2008 | S | 50 | D | \$ 52.22 | 7,068 | D |
| Common Stock | 07/01/2008 | S | 700 | D | \$ 52.2225 | 6,368 | D |
| Common Stock | 07/01/2008 | S | 750 | D | \$ 52.2418 | 5,618 | D |
| Common Stock | 07/01/2008 | S | 750 | D | \$ 52.33 | 4,868 | D |
| Common Stock | 07/01/2008 | S | 750 | D | \$ 52.8 | 4,118 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Non-qualified Stock Option | \$ 30.945 | 07/01/2008 | | M | 1,500 | <u>(2)</u> 07/26/2016 | Common Stock | 1,500 |
| Non-qualified Stock Option | \$ 32.79 | 07/01/2008 | | M | 6,000 | <u>(3)</u> 01/22/2017 | Common Stock | 6,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Metza Kristen 333 LAKESIDE DRIVE FOSTER CITY, CA 94404 | | | SVP, Human Resources | |

Signatures

/s/ Gregg H. Alton, by Power of Attorney for Kristen
Metza 07/03/2008

____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) Amount of securities beneficially owned following the reported transaction includes 844 shares acquired under the Gilead Sciences, Inc. Employee Stock Purchase Plan on June 30, 2008.
 - (2) The options vested 20% on July 26, 2007, the first anniversary date of grant. The balance vested 5% every three months thereafter and will be fully vested on July 26, 2011.
 - (3) The options vested 20% on January 22, 2008, the first anniversary date of grant. The balance vested 5% every three months thereafter and will be fully vested on January 22, 2012.

Remarks:

The transactions reported in this Form 4 are made pursuant to a Rule 10b5-1 trading plan established by Kristen Metza on Feb

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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