

Metza Kristen
Form 4
November 05, 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 *
Metza Kristen

(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)

11/01/2012

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, Human Resources

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/01/2012 | | M | | 14,000 | A | \$ 38.17 |
| Common Stock | 11/01/2012 | | M | | 14,000 | A | \$ 47.51 |
| Common Stock | 11/01/2012 | | M | | 2,000 | A | \$ 43.15 |
| Common Stock | 11/01/2012 | | S | | 27,200 | D | \$ 67.6753 (4) |
| Common Stock | 11/01/2012 | | S | | 2,800 | D | \$ 68.1779 |

(5)

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (Right to Buy) | \$ 38.17 | 11/01/2012 | | M ⁽¹⁾ | 14,000 | ⁽²⁾ 01/20/2021 | Common Stock | 14,000 |
| Non-Qualified Stock Option (Right to Buy) | \$ 43.15 | 11/01/2012 | | M ⁽¹⁾ | 2,000 | ⁽³⁾ 01/30/2018 | Common Stock | 2,000 |
| Non-Qualified Stock Option (Right to Buy) | \$ 47.51 | 11/01/2012 | | M ⁽¹⁾ | 14,000 | ⁽³⁾ 01/28/2020 | Common Stock | 14,000 |

Reporting Owners

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

Signatures

/s/ Gregg H. Alton by Power of Attorney for Kristen M. Metza 11/05/2012

__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. Metza on February 22, 2011.
- (2) The options have a four year vesting schedule. 25% of the options will vest on the first anniversary date of the grant. The balance will vest 6.25% quarterly thereafter until fully vested.
- (3) 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.
- (4) Sale prices reported for the transactions reported here range from \$67.12 to \$68.12. 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.
- (5) Sale prices reported for the transactions reported here range from \$68.13 to \$68.25. 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. 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.