

Metza Kristen
 Form 4
 February 22, 2010

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)

02/19/2010

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	Price		
Common Stock	02/19/2010		M		12,000	A \$ 28.26	18,203	D
Common Stock	02/19/2010		M		8,000	A \$ 30.945	26,203	D
Common Stock	02/19/2010		M		17,500	A \$ 32.79	43,703	D
Common Stock	02/19/2010		S		37,500	D \$ 49.0076	6,203	D
						<u>(4)</u>		

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)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 28.26	02/19/2010		M	12,000	<u>(1)</u> 05/09/2016	Common Stock	12,000
Non-Qualified Stock Option (right to buy)	\$ 30.945	02/19/2010		M	8,000	<u>(2)</u> 07/26/2016	Common Stock	8,000
Non-Qualified Stock Option (right to buy)	\$ 32.79	02/19/2010		M	17,500	<u>(3)</u> 01/22/2017	Common Stock	17,500

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/Kristen Metza 02/22/2010
 **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 five year vesting schedule. 20% of the options vested on May 9, 2007, the first anniversary date of the grant. The balance will vest 5% every three months thereafter until fully vested on May 9, 2011.

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- (2) The options have a five year vesting schedule. 20% of the options vested on July 26, 2007, the first anniversary date of the grant. The balance will vest 5% every three months thereafter until fully vested on July 26, 2011.
- (3) The options have a five year vesting schedule. 20% of the options vested on January 22, 2008, the first anniversary date of the grant. The balance will vest 5% every three months thereafter until fully vested on January 22, 2012.
- (4) Sale prices reported for the transactions reported here range from \$48.9901 to \$49.15. 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 made pursuant to a Rule 10b5-1 trading plan established by Ms. Me

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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