

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 \*  
**MARTIN JOHN C**

(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)  
**Executive Chairman**

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	02/15/2017		A	V 315 <sup>(1)</sup> A \$ 59.33	3,131,411	D	
Common Stock	02/16/2017		A	11,924 <sup>(2)</sup> A \$ 0	3,143,335	D	
Common Stock	02/16/2017		A	8,572 <sup>(3)</sup> A \$ 0	3,151,907	D	
Common Stock	02/16/2017		F	25,271 D \$ 70.31	3,126,636	D	

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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Non-qualified Stock Option (Right to Buy)	\$ 70.31	02/16/2017		A	123,210	(4)		02/16/2027		Common Stock	123,210

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTIN JOHN C GILEAD SCIENCES, INC. 333 LAKESIDE DRIVE FOSTER CITY, CA 94404	X		Executive Chairman	

## Signatures

/s/ Marissa Song by Power of Attorney for John C. Martin 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.

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 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.

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- (4) 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.

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.