Lofton Kevin E Form 4 January 02, 2018

FORM 4

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

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)

(Last)

(City)

1.Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * Lofton Kevin E

(Zip)

(First) (Middle)

GILEAD SCIENCES, INC., 333 LAKESIDE DRIVE

(Street)

(State)

(Month/Day/Year)

FOSTER CITY, CA 94404

2. Issuer Name and Ticker or Trading

Symbol

GILEAD SCIENCES INC [GILD]

3. Date of Earliest Transaction (Month/Day/Year) 12/28/2017

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 3. 4. Securities TransactionAcquired (A) or Execution Date, if Code

Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

(A)

or Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following

Reported Transaction(s) (Instr. 3 and 4)

OMB APPROVAL OMB

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5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

(I) Ownership (Instr. 4) (Instr. 4)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

7. Title and Amount of 1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	, I	Acquired (A) Disposed of ((Instr. 3, 4, an 5)	(D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date		Amount or Number of Shares
Phantom Stock (1)	\$ 0	12/28/2017		A		151.0074		(3)	(3)	Common Stock	151.0074

Reporting Owners

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
Lofton Kevin E GILEAD SCIENCES, INC. 333 LAKESIDE DRIVE FOSTER CITY, CA 94404	X							

Signatures

/s/ Marissa Song by Power of Attorney for Kevin E.

Lofton

**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) Each share of phantom stock is the economic equivalent of one share of Gilead common stock.
- (2) Phantom shares accrued under dividend equivalent rights, which are settled in shares and distributed with the phantom stock units to which they relate.
- (3) The shares of phantom stock are fully vested and, at the election of the reporting person, become payable in common stock at a later date identified by the reporting person.

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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