

EXELIXIS INC
Form 4
October 16, 2006

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 *
SCANGOS GEORGE A

(Last) (First) (Middle)

C/O EXELIXIS INC., 170 HARBOR WAY, PO BOX 0511

(Street)

SOUTH SAN FRANCISCO, CA 94083-0511

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EXELIXIS INC [EXEL]

3. Date of Earliest Transaction (Month/Day/Year)
10/16/2006

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)
President & CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 10/16/2006 | | S ⁽¹⁾ | 100 D \$ 9.86 | 1,396,031 | D | |
| Common Stock | 10/16/2006 | | S ⁽¹⁾ | 300 D \$ 9.94 | 1,395,731 | D | |
| Common Stock | 10/16/2006 | | S ⁽¹⁾ | 200 D \$ 9.99 | 1,395,531 | D | |
| Common Stock | 10/16/2006 | | S ⁽¹⁾ | 100 D \$ 9.98 | 1,395,431 | D | |
| Common Stock | 10/16/2006 | | S ⁽¹⁾ | 100 D \$ 9.97 | 1,395,331 | D | |

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| | | | | | | | | |
|--------------|------------|------------------------|-----|---|----------|-----------|---|---------------------------|
| Common Stock | 10/16/2006 | <u>S⁽¹⁾</u> | 200 | D | \$ 9.95 | 1,395,131 | D | |
| Common Stock | 10/16/2006 | <u>S⁽¹⁾</u> | 100 | D | \$ 9.92 | 1,395,031 | D | |
| Common Stock | 10/16/2006 | <u>S⁽¹⁾</u> | 200 | D | \$ 10.04 | 1,394,831 | D | |
| Common Stock | 10/16/2006 | <u>S⁽¹⁾</u> | 200 | D | \$ 10.05 | 1,394,631 | D | |
| Common Stock | 10/16/2006 | <u>S⁽¹⁾</u> | 100 | D | \$ 10.03 | 1,394,531 | D | |
| Common Stock | 10/16/2006 | <u>S⁽¹⁾</u> | 100 | D | \$ 10.09 | 1,394,431 | D | |
| Common Stock | 10/16/2006 | <u>S⁽¹⁾</u> | 300 | D | \$ 10.01 | 1,394,131 | D | |
| Common Stock | 10/16/2006 | <u>S⁽¹⁾</u> | 100 | D | \$ 10.12 | 1,394,031 | D | |
| Common Stock | 10/16/2006 | <u>S⁽¹⁾</u> | 100 | D | \$ 10.1 | 1,393,931 | D | |
| Common Stock | 10/16/2006 | <u>S⁽¹⁾</u> | 200 | D | \$ 10 | 1,393,731 | D | |
| Common Stock | 10/16/2006 | <u>S⁽¹⁾</u> | 100 | D | \$ 10.02 | 1,393,631 | D | |
| Common Stock | | | | | | 6,855 | I | By Trust <u>(2)</u> |
| Common Stock | | | | | | 6,855 | I | By Trust <u>(3)</u> |
| Common Stock | | | | | | 3,159 | I | By 401(k) Plan <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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|

Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SCANGOS GEORGE A
C/O EXELIXIS INC.
170 HARBOR WAY, PO BOX 0511
SOUTH SAN FRANCISCO, CA 94083-0511

X

President & CEO

Signatures

/s/ George A.

Scangos

10/16/2006

**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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 15, 2006.
- (2) Shares held by George A. Scangos and Leslie S. Wilson, as Trustees of the Katherine Scangos Trust.
- (3) Shares held by George A. Scangos and Leslie S. Wilson, as Trustees of the Jennifer Scangos Trust.
- (4) Represents units in the Exelixis stock fund based on a plan statement dated July 27, 2006.

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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