EXELIXIS INC Form 4

September 28, 2005

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

obligations

Form 5

subject to

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SCANGOS GEORGE A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

EXELIXIS INC [EXEL]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

C/O EXELIXIS INC., 170 HARBOR 09/27/2005 WAY, PO BOX 0511

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

_X__ Director 10% Owner Other (specify X_ Officer (give title) below)

President, CEO & Director

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN FRANCISCO, CA 94083-0511

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	09/27/2005		S <u>(1)</u>	100	D	\$ 7.37	1,547,241	D	
Common Stock	09/27/2005		S(1)	100	D	\$ 7.35	1,547,141	D	
Common Stock	09/27/2005		S(1)	100	D	\$ 7.36	1,547,041	D	
Common Stock	09/27/2005		S(1)	200	D	\$ 7.31	1,546,841	D	
Common Stock	09/27/2005		S <u>(1)</u>	100	D	\$ 7.33	1,546,741	D	

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Common Stock	09/27/2005	S <u>(1)</u>	300	D	\$ 7.34	1,546,441	D
Common Stock	09/27/2005	S <u>(1)</u>	200	D	\$ 7.38	1,546,241	D
Common Stock	09/27/2005	S <u>(1)</u>	200	D	\$ 7.32	1,546,041	D
Common Stock	09/27/2005	S <u>(1)</u>	100	D	\$ 7.4	1,545,941	D
Common Stock	09/27/2005	S <u>(1)</u>	100	D	\$ 7.43	1,545,841	D
Common Stock	09/27/2005	S <u>(1)</u>	200	D	\$ 7.49	1,545,641	D
Common Stock	09/27/2005	S <u>(1)</u>	200	D	\$ 7.5	1,545,441	D
Common Stock	09/27/2005	S <u>(1)</u>	200	D	\$ 7.46	1,545,241	D
Common Stock	09/27/2005	S <u>(1)</u>	36	D	\$ 7.34	1,545,205	D
Common Stock	09/27/2005	S <u>(1)</u>	64	D	\$ 7.46	1,545,141	D
Common Stock	09/27/2005	S <u>(1)</u>	100	D	\$ 7.395	1,545,041	D
Common Stock	09/27/2005	S <u>(1)</u>	200	D	\$ 7.325	1,544,841	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6	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 Trans (Instr
				Code V	(A) (D)		Title		

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Date Expiration Exercisable Date

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 SAN FRANCISCO, CA 94083-0511	X		President, CEO & Director				

Signatures

/s/ George

Scangos 09/28/2005

**Signature of Date
Reporting Person

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 September 7, 2005

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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