

EXELIXIS INC

Form 4

April 18, 2006

**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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SIMONTON PAMELA A

(Last) (First) (Middle)

C/O EXELIXIS, INC., 170  
HARBOR WAY, PO BOX 511

(Street)

SOUTH SAN  
FRANCISCO, X1 94083-0511

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/17/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

SVP, Patents &amp; Licensing

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 04/17/2006                              |                                                             | M                                       | 5,000 A \$ 6.15                                                         | 5,000                                                                                                              | D                                                                    |                                                                   |
| Common<br>Stock                       | 04/17/2006                              |                                                             | M                                       | 5,000 A \$ 6.45                                                         | 10,000                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock                       | 04/17/2006                              |                                                             | S <sup>(1)</sup>                        | 5,000 D \$ 10.84                                                        | 5,000                                                                                                              | D                                                                    |                                                                   |
| Common<br>Stock                       | 04/17/2006                              |                                                             | S <sup>(1)</sup>                        | 5,000 D \$ 11                                                           | 0                                                                                                                  | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 2,372 <sup>(2)</sup>                                                                                               | I                                                                    | By 401(k)<br>Plan                                                 |

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                       | Date Exercisable<br>Expiration<br>Date                         | Title<br>Amount<br>or<br>Number<br>of<br>Shares                     |
| Option<br>(right to<br>buy)                         | \$ 6.15                                                            | 04/17/2006                              |                                                             | M                                    | 5,000                                                                                                           | 12/10/2003 <sup>(3)</sup> 12/09/2013                           | Common<br>Stock 5,000                                               |
| Option<br>(right to<br>buy)                         | \$ 6.45                                                            | 04/17/2006                              |                                                             | M                                    | 5,000                                                                                                           | 01/29/2003 <sup>(3)</sup> 01/28/2013                           | Common<br>Stock 5,000                                               |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

SIMONTON PAMELA A  
C/O EXELIXIS, INC.  
170 HARBOR WAY, PO BOX 511  
SOUTH SAN FRANCISCO, X1 94083-0511

SVP, Patents & Licensing

## Signatures

/s/ Christoph Pereira, Attorney  
in Fact

04/18/2006

\*\*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 March 22, 2006.

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- (2) Represent units in the Exelixis stock fund based on a plan statement dated April 6, 2006.
- (3) Options granted pursuant to Issuer's 2000 Equity Incentive Plan. Twenty-five percent (25%) of the shares vest one year from the grant date, and the remaining shares vest in 36 equal monthly installments thereafter.

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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