

SCANGOS GEORGE A
Form 4
May 23, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
SCANGOS GEORGE A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/22/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN FRANCISCO, CA 94083-0511

(City) (State) (Zip)

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) Price | | | |
| Common Stock | 05/22/2006 | | S(1) | V Amount D \$ 9.57 | 1,448,531 | D | |
| Common Stock | 05/22/2006 | | S(1) | V Amount D \$ 9.42 | 1,448,431 | D | |
| Common Stock | 05/22/2006 | | S(1) | V Amount D \$ 9.57 | 1,448,331 | D | |
| Common Stock | 05/22/2006 | | S(1) | V Amount D \$ 9.56 | 1,448,231 | D | |
| Common Stock | 05/22/2006 | | S(1) | V Amount D \$ 9.52 | 1,448,131 | D | |

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| | | | | | | | | |
|--------------|------------|-------------|-----|---|---------|-----------|---|---------------------------|
| Common Stock | 05/22/2006 | <u>S(1)</u> | 100 | D | \$ 9.43 | 1,448,031 | D | |
| Common Stock | 05/22/2006 | <u>S(1)</u> | 200 | D | \$ 9.41 | 1,447,831 | D | |
| Common Stock | 05/22/2006 | <u>S(1)</u> | 200 | D | \$ 9.4 | 1,447,631 | D | |
| Common Stock | 05/22/2006 | <u>S(1)</u> | 100 | D | \$ 9.44 | 1,447,531 | D | |
| Common Stock | 05/22/2006 | <u>S(1)</u> | 200 | D | \$ 9.19 | 1,447,331 | D | |
| Common Stock | 05/22/2006 | <u>S(1)</u> | 100 | D | \$ 9.03 | 1,447,231 | D | |
| Common Stock | 05/22/2006 | <u>S(1)</u> | 200 | D | \$ 9.11 | 1,447,031 | D | |
| Common Stock | 05/22/2006 | <u>S(1)</u> | 100 | D | \$ 9.14 | 1,446,931 | D | |
| Common Stock | 05/22/2006 | <u>S(1)</u> | 100 | D | \$ 9.28 | 1,446,831 | D | |
| Common Stock | 05/22/2006 | <u>S(1)</u> | 100 | D | \$ 9.24 | 1,446,731 | D | |
| Common Stock | 05/22/2006 | <u>S(1)</u> | 100 | D | \$ 9.29 | 1,446,631 | D | |
| Common Stock | 05/22/2006 | <u>S(1)</u> | 200 | D | \$ 9.31 | 1,446,431 | D | |
| Common Stock | 05/22/2006 | <u>S(1)</u> | 100 | D | \$ 9.3 | 1,446,331 | D | |
| Common Stock | 05/22/2006 | <u>S(1)</u> | 100 | D | \$ 9.47 | 1,446,231 | D | |
| Common Stock | 05/22/2006 | <u>S(1)</u> | 100 | D | \$ 9.21 | 1,446,131 | D | |
| Common Stock | | | | | | 6,855 | I | By Trust <u>(2)</u> |
| Common Stock | | | | | | 6,855 | I | By Trust <u>(3)</u> |
| Common Stock | | | | | | 2,926 | 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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SEC 1474
(9-02)

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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 | |

Signatures

/s/ George A.
Scangos 05/23/2006

**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 September 7, 2005.
- (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 April 6, 2006.

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