

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>SCANGOS GEORGE A</u>  (Last) (First) (Middle) <u>C/O EXELIXIS INC.</u> <u>170 HARBOR WAY, PO BOX 0511</u>  (Street) <u>SAN FRANCISCO CA 94083-0511</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EXELIXIS INC [ EXEL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>President &amp; CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/20/2006</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/20/2006		s <sup>(1)</sup>		100	D	\$9.27	1,428,531	D	
Common Stock	07/20/2006		s <sup>(1)</sup>		200	D	\$9.17	1,428,331	D	
Common Stock	07/20/2006		s <sup>(1)</sup>		100	D	\$9.07	1,428,231	D	
Common Stock	07/20/2006		s <sup>(1)</sup>		100	D	\$9.16	1,428,131	D	
Common Stock	07/20/2006		s <sup>(1)</sup>		200	D	\$9.06	1,427,931	D	
Common Stock	07/20/2006		s <sup>(1)</sup>		100	D	\$8.96	1,427,831	D	
Common Stock	07/20/2006		s <sup>(1)</sup>		100	D	\$9.15	1,427,731	D	
Common Stock	07/20/2006		s <sup>(1)</sup>		100	D	\$9.05	1,427,631	D	
Common Stock	07/20/2006		s <sup>(1)</sup>		100	D	\$9.14	1,427,531	D	
Common Stock	07/20/2006		s <sup>(1)</sup>		100	D	\$9.13	1,427,431	D	
Common Stock	07/20/2006		s <sup>(1)</sup>		100	D	\$9.22	1,427,331	D	
Common Stock	07/20/2006		s <sup>(1)</sup>		100	D	\$9.19	1,427,231	D	
Common Stock	07/20/2006		s <sup>(1)</sup>		100	D	\$8.99	1,427,131	D	
Common Stock	07/20/2006		s <sup>(1)</sup>		100	D	\$9.01	1,427,031	D	
Common Stock	07/20/2006		s <sup>(1)</sup>		300	D	\$9.18	1,426,731	D	
Common Stock	07/20/2006		s <sup>(1)</sup>		200	D	\$9.2	1,426,531	D	
Common Stock	07/20/2006		s <sup>(1)</sup>		100	D	\$9.1	1,426,431	D	
Common Stock	07/20/2006		s <sup>(1)</sup>		200	D	\$9	1,426,231	D	
Common Stock	07/20/2006		s <sup>(1)</sup>		100	D	\$8.88	1,426,131	D	
Common Stock								6,855	I	By Trust <sup>(2)</sup>
Common Stock								6,855	I	By Trust <sup>(3)</sup>
Common Stock								2,926	I	By 401(k) Plan <sup>(4)</sup>

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

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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 Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
<b>Explanation of Responses:</b> 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.											
<b>Remarks:</b>											
				Code V	(A) (D)	Date Exercisable	Expiration Date	/s/ George A. Scangos	07/21/2006		

\*\* Signature of Reporting Person Date

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

\* 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).

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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