

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 | |
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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>SOUTH 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;">President & CEO</p> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>01/19/2006</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 01/19/2006 | | S ⁽¹⁾ | | 100 | D | \$10.75 | 1,507,241 | D | |
| Common Stock | 01/19/2006 | | S ⁽¹⁾ | | 100 | D | \$10.79 | 1,507,141 | D | |
| Common Stock | 01/19/2006 | | S ⁽¹⁾ | | 100 | D | \$10.78 | 1,507,041 | D | |
| Common Stock | 01/19/2006 | | S ⁽¹⁾ | | 100 | D | \$10.81 | 1,506,941 | D | |
| Common Stock | 01/19/2006 | | S ⁽¹⁾ | | 100 | D | \$10.89 | 1,506,841 | D | |
| Common Stock | 01/19/2006 | | S ⁽¹⁾ | | 100 | D | \$11.13 | 1,506,741 | D | |
| Common Stock | 01/19/2006 | | S ⁽¹⁾ | | 100 | D | \$11.16 | 1,506,641 | D | |
| Common Stock | 01/19/2006 | | S ⁽¹⁾ | | 100 | D | \$11.25 | 1,506,541 | D | |
| Common Stock | 01/19/2006 | | S ⁽¹⁾ | | 100 | D | \$11.39 | 1,506,441 | D | |
| Common Stock | 01/19/2006 | | S ⁽¹⁾ | | 200 | D | \$11.42 | 1,506,241 | D | |
| Common Stock | 01/19/2006 | | S ⁽¹⁾ | | 100 | D | \$11.43 | 1,506,141 | D | |
| Common Stock | 01/19/2006 | | S ⁽¹⁾ | | 100 | D | \$11.38 | 1,506,041 | D | |
| Common Stock | 01/19/2006 | | S ⁽¹⁾ | | 100 | D | \$11.41 | 1,505,941 | D | |
| Common Stock | 01/19/2006 | | S ⁽¹⁾ | | 200 | D | \$11.34 | 1,505,741 | D | |
| Common Stock | 01/19/2006 | | S ⁽¹⁾ | | 103 | D | \$11.33 | 1,505,638 | D | |
| Common Stock | 01/19/2006 | | S ⁽¹⁾ | | 100 | D | \$11.38 | 1,505,538 | D | |
| Common Stock | 01/19/2006 | | S ⁽¹⁾ | | 100 | D | \$11.39 | 1,505,438 | D | |
| Common Stock | 01/19/2006 | | S ⁽¹⁾ | | 200 | D | \$10.765 | 1,505,238 | D | |
| Common Stock | 01/19/2006 | | S ⁽¹⁾ | | 97 | D | \$11.21 | 1,505,141 | D | |
| Common Stock | 01/19/2006 | | S ⁽¹⁾ | | 200 | D | \$10.86 | 1,504,941 | D | |
| Common Stock | 01/19/2006 | | S ⁽¹⁾ | | 100 | D | \$11.31 | 1,504,841 | D | |

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 Securities 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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|---|--|
| | | | | | | | | | | | |

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

| 1. Title of Derivative (Instr. 3) | 2. Conversion Date | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | Code V (Instr. 8) | (A) (D) | Num (Instr. 3, 4 and 5) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 6) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------|--------------------------------------|--|-------------------|---------|-------------------------|------------------|-----------------|-------|----------------------------|--|--|---|--|
| <p>Remarks: The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 1, 2005.</p> <p>Security</p> <p align="right"> <u>George Scangos</u> ** Signature of Reporting Person </p> <p>01/20/2006</p> <p>Date</p> | | | | | | | | | | | | | | |
| <p>Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.</p> <p>* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).</p> <p>** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).</p> <p>Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.</p> <p>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 Number.</p> | | | | | | | | | | | | | | |
| | | | | Code V | (A) (D) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |