

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>Lamb Peter</u> (Last) (First) (Middle) C/O EXELIXIS, INC. 210 E. GRAND AVE. (Street) SOUTH SAN FRANCISCO CA 94080 (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Discovery Research & CSO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/12/2015</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	10/12/2015		M		525	A	\$5.63	36,998	D	
Common Stock	10/12/2015		M		1,400	A	\$5.63	38,398	D	
Common Stock	10/12/2015		M		2,500	A	\$5.63	40,898	D	
Common Stock	10/12/2015		M		8,000	A	\$5.63	48,898	D	
Common Stock	10/12/2015		M		20,000	A	\$5.63	68,898	D	
Common Stock	10/12/2015		M		28,000	A	\$5.63	96,898	D	
Common Stock	10/12/2015		M		84,000	A	\$5.63	180,898	D	
Common Stock	10/12/2015		M		19,333	A	\$5.63	200,231	D	
Common Stock	10/12/2015		M		39,999	A	\$5.63	240,230	D	
Common Stock	10/12/2015		M		39,583	A	\$5.63	279,813	D	
Common Stock	10/12/2015		M		56,936	A	\$5.63	336,749	D	
Common Stock	10/12/2015		S		300,276	D	\$5.839 ⁽¹⁾	36,473	D	
Common Stock	10/13/2015		M		600	A	\$5.63	37,073	D	
Common Stock	10/13/2015		S		600	D	\$5.8	36,473	D	
Common Stock								14,478	I	By 401(k) ⁽²⁾

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option (right to buy)	\$5.63	10/12/2015		M			525	08/05/2010 ⁽³⁾	10/17/2015	Common Stock	525	\$0	242,815	D	
Option (right to buy)	\$5.63	10/12/2015		M			1,400	08/05/2010 ⁽³⁾	10/17/2015	Common Stock	1,400	\$0	241,415	D	
Option (right to buy)	\$5.63	10/12/2015		M			2,500	08/05/2010 ⁽³⁾	10/17/2015	Common Stock	2,500	\$0	238,915	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (right to buy)	\$5.63	10/12/2015		M			8,000	08/05/2010 ⁽³⁾	10/17/2015	Common Stock	8,000	\$0	230,915	D	
Option (right to buy)	\$5.63	10/12/2015		M			20,000	08/05/2010 ⁽³⁾	10/17/2015	Common Stock	20,000	\$0	210,915	D	
Option (right to buy)	\$5.63	10/12/2015		M			28,000	08/05/2010 ⁽³⁾	10/17/2015	Common Stock	28,000	\$0	182,915	D	
Option (right to buy)	\$5.63	10/12/2015		M			84,000	08/05/2010 ⁽³⁾	10/17/2015	Common Stock	84,000	\$0	98,915	D	
Option (right to buy)	\$5.63	10/12/2015		M			19,333	08/05/2010 ⁽³⁾	10/17/2015	Common Stock	19,333	\$0	79,582	D	
Option (right to buy)	\$5.63	10/12/2015		M			39,999	08/05/2010 ⁽³⁾	10/17/2015	Common Stock	39,999	\$0	39,583	D	
Option (right to buy)	\$5.63	10/12/2015		M			39,583	08/05/2010 ⁽³⁾	10/17/2015	Common Stock	39,583	\$0	0	D	
Option (right to buy)	\$5.63	10/12/2015		M			56,936	08/05/2010 ⁽⁴⁾	10/17/2015	Common Stock	56,936	\$0	52,149	D	
Option (right to buy)	\$5.63	10/13/2015		M			600	08/05/2010 ⁽⁴⁾	10/17/2015	Common Stock	600	\$0	51,549	D	

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.80 to \$6.00, inclusive. The reporting person undertakes to provide to Exelixis, Inc., any security holder of Exelixis, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- Represents 14,478 shares of Exelixis, Inc. common stock under the Exelixis, Inc. 401(k) Plan, pursuant to a plan statement dated as of October 13, 2015.
- Option granted pursuant to Issuer's 2000 Equity Incentive Plan. One hundred percent (100%) of the shares vest one year from date of grant.
- Option granted pursuant to Issuer's 2000 Equity Incentive Plan. Thirty-three percent (33%) of the shares vest one year from date of grant, and the remaining shares vest in 24 equal monthly installments thereafter.

Remarks:

/s/ Jeffrey J. Hessekiel,
Attorney in Fact

10/13/2015

** 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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