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).
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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

1. Name and Address of Reporting Person* SCANGOS GEORGE A (Last) (First) (Middle) C/O EXELIXIS INC. 170 HARBOR WAY, PO BOX 0511						2. Issuer Name and Ticker or Trading Symbol EXELIXIS INC [EXEL]							ationship of Reporting k all applicable) Director Officer (give title		10% C	wner	
						te of Earliest Transa 0/2006	Day/Year)		X	Officer (give title below) President & CEO							
(Street) SAN FRANCI	-				4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)							dividual or Joint/Group Filing (Check Applicable) Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(St	ate)															
1. Title of S	Security (Inst		ole I - No	2. Transa Date		2A. Deemed Execution Date,	3. Transa	-	4. Securitie	s Acquired	l (A) or		5. Amount of Securities		. Ownership orm: Direct	7. Nature of Indirect	
				(Month/Day/Yea		if any (Month/Day/Year)	Code (Instr. 8)		Amount	(A) or Pric			Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	ving (l)	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
Common	Stock			05/30/	2006		S ⁽¹⁾		100	D	\$10	.34	1,446,03		D		
Common				05/30/			S ⁽¹⁾		100	D	\$10		1,445,93	_	D		
Common				05/30/2006			S ⁽¹⁾		200	D	\$10		1,445,73		D		
Common Stock			05/30/2006			S ⁽¹⁾		200	D	\$10	.31	1,445,53	_	D			
Common	Stock			05/30/	2006		S ⁽¹⁾		300	D	\$10	.27	1,445,23	1	D		
Common	Stock			05/30/	2006		S ⁽¹⁾		100	D	\$10	.26	1,445,13	1	D		
Common	Stock			05/30/	2006		S ⁽¹⁾		100	D	\$10	.21	1,445,03	1	D		
Common	Stock			05/30/	2006		S ⁽¹⁾		100	D	\$10	.25	1,444,93	1	D		
Common	Stock			05/30/	2006		S ⁽¹⁾		200	D	\$10	.33	1,444,73	1	D		
Common	Stock			05/30/	2006		S ⁽¹⁾		100	D	\$10	.28	1,444,63	1	D		
Common	Stock			05/30/	2006		S ⁽¹⁾		110	D	\$10	.32	1,444,52	1	D		
Common	Stock			05/30/	2006		S ⁽¹⁾		90	D	\$10	.34	1,444,43	1	D		
Common Stock			05/30/2006			S ⁽¹⁾		200	D	\$10.335		1,444,23	1	D			
Common Stock				05/30/2006			S ⁽¹⁾		100	D	\$10	.28	1,444,13	1	D		
Common Stock			05/30/2006			S ⁽¹⁾		200	D	\$10.	325	1,443,93	1	D			
Common Stock			05/30/2006			S ⁽¹⁾		100	D	\$10).2	1,443,83	1	D			
Common Stock			05/30/2006			S ⁽¹⁾		200	D	\$ 10 .	205	1,443,63	1	D			
Common Stock												6,855		I	By Trust ⁽²⁾		
Common Stock												6,855		I	By Trust ⁽³⁾		
Common Stock													2,926		I	By 401(k) Plan ⁽⁴⁾	
		Т				curities Acqui Ils, warrants, o							vned				
1. Title of Derivative Conversion Security or Exercise (Month/Day/Year) 3. Transaction Date Execution (Month/Day/Year)		emed 4.		5. Number ion of	6. Date Exercis Expiration Date (Month/Day/Ye		sable and ee ear)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	vative derivativity Security Benefit Owned Follow Report	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)			

		Та	ble II - Deriva (e.g., p				quired, Dis			or i	y Owned			
(Instr. 3) 1. The sales r	of Elespises Price of eported on this Derivative	e(Month/Day/Year) Form 4 were effected	d pursuant to a Kule	Code 1005-1 t	ction (Instr. rading p	Derivati Securiti Acquire	Expiration (Month/Day	rdistable and Date /Year)		es ing ₅ .	8. Price of Derivative Security (Instr. 5)		10. Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership . (Instr. 4)
3. Shares held	d by George A.	Scangos and Leslie	S. Wilson, as Trustees S. Wilson, as Trustees ed on a plan statemen	of the	Jennifer	Dispose Scannos of (D)	d rust.		Security and 4)	(Instr. 3		Following Reported Transaction(s) (Instr. 4)	. (I) (Instr. 4)	
Remarks	I	I		L	ripin o,	and 5)						(1130.4)		
	l '	ľ	n class of securities				, 2000	** Expiration	\$ignature	A. Scar Off Repor Number of Shares	ig <u>os</u> ting Person	05/31/200 Date	<u>)6</u> 	

^{*} If the form is filed by mole than one reporting person, see Institute 888 A (b)(v) (A) (D) Exercisable Date Title Share

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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