

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <b>Lamb Peter</b>  (Last) (First) (Middle) <b>C/O EXELIXIS, INC.</b> <b>249 EAST GRAND AVE., PO BOX 511</b>  (Street) <b>SOUTH SAN FRANCISCO CA 94083-0511</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>EXELIXIS INC [ EXEL ]</b>	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) <b>SVP, Discovery Research &amp; CSO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>08/04/2009</b>	
	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 <input type="checkbox"/> 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			

**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)	\$7.47	08/04/2009		D			25,000	04/15/2004 <sup>(1)</sup>	04/14/2013	Common Stock	25,000	(2)	0	D	
Option (right to buy)	\$5.63	08/05/2009		A		20,000		08/05/2010 <sup>(3)</sup>	10/17/2015	Common Stock	20,000	(2)	20,000	D	
Option (right to buy)	\$7.85	08/04/2009		D			10,000	12/20/2003 <sup>(1)</sup>	12/19/2012	Common Stock	10,000	(4)	0	D	
Option (right to buy)	\$5.63	08/05/2009		A		8,000		08/05/2010 <sup>(3)</sup>	10/17/2015	Common Stock	8,000	(4)	8,000	D	
Option (right to buy)	\$8.92	08/04/2009		D			35,000	12/13/2005 <sup>(1)</sup>	12/12/2014	Common Stock	35,000	(5)	0	D	
Option (right to buy)	\$5.63	08/05/2009		A		28,000		08/05/2010 <sup>(3)</sup>	10/17/2015	Common Stock	28,000	(5)	28,000	D	
Option (right to buy)	\$9	08/04/2009		D			1,750	01/15/2002 <sup>(1)</sup>	01/14/2011	Common Stock	1,750	(6)	0	D	
Option (right to buy)	\$5.63	08/05/2009		A		1,400		08/05/2010 <sup>(3)</sup>	10/17/2015	Common Stock	1,400	(6)	1,400	D	
Option (right to buy)	\$9	08/04/2009		D			80,000	01/02/2008 <sup>(1)</sup>	01/01/2017	Common Stock	80,000	(8)	0	D	
Option (right to buy)	\$5.63	08/05/2009		A		39,999		08/05/2010 <sup>(3)</sup>	10/17/2015	Common Stock	39,999	(8)	39,999	D	
Option (right to buy)	\$5.63	08/05/2009		A		24,001		08/05/2010 <sup>(7)</sup>	10/17/2015	Common Stock	24,001	(8)	24,001	D	
Option (right to buy)	\$9.42	08/04/2009		D			120,000	01/02/2007 <sup>(1)</sup>	01/01/2016	Common Stock	120,000	(9)	0	D	
Option (right to buy)	\$5.63	08/05/2009		A		84,000		08/05/2010 <sup>(3)</sup>	10/17/2015	Common Stock	84,000	(9)	84,000	D	
Option (right to buy)	\$5.63	08/05/2009		A		12,000		08/05/2010 <sup>(7)</sup>	10/17/2015	Common Stock	12,000	(9)	12,000	D	
Option (right to buy)	\$9.85	08/04/2009		D			40,000	01/19/2008 <sup>(1)</sup>	01/18/2017	Common Stock	40,000	(10)	0	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	08/05/2009		A		19,333		08/05/2010 <sup>(3)</sup>	10/17/2015	Common Stock	19,333	(10)	19,333	D	
Option (right to buy)	\$5.63	08/05/2009		A		12,667		08/05/2010 <sup>(7)</sup>	10/17/2015	Common Stock	12,667	(10)	12,667	D	
Option (right to buy)	\$9.91	08/04/2009		D			125,000	12/06/2008 <sup>(1)</sup>	12/05/2017	Common Stock	125,000	(11)	0	D	
Option (right to buy)	\$5.63	08/05/2009		A		39,583		08/05/2010 <sup>(3)</sup>	10/17/2015	Common Stock	39,583	(11)	39,583	D	
Option (right to buy)	\$5.63	08/05/2009		A		60,417		08/05/2010 <sup>(7)</sup>	10/17/2015	Common Stock	60,417	(11)	60,417	D	
Option (right to buy)	\$16.62	08/04/2009		D			10,000	01/01/2003 <sup>(1)</sup>	12/31/2011	Common Stock	10,000	(12)	0	D	
Option (right to buy)	\$5.63	08/05/2009		A		2,500		08/05/2010 <sup>(3)</sup>	10/17/2015	Common Stock	2,500	(12)	2,500	D	
Option (right to buy)	\$20.125	08/04/2009		D			47,250	10/15/2001 <sup>(1)</sup>	10/31/2010	Common Stock	47,250	(13)	0	D	
Option (right to buy)	\$5.63	08/05/2009		A		525		08/05/2010 <sup>(3)</sup>	10/17/2015	Common Stock	525	(13)	525	D	

**Explanation of Responses:**

- The option provided for vesting as follows: twenty five percent (25%) of the shares one year from date of grant, and the remaining shares in 36 equal monthly installments thereafter.
- On August 4, 2009, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option for 25,000 shares of the Issuer's common stock granted to the reporting person on April 15, 2003. In exchange, on August 5, 2009, the reporting person received a replacement option for 20,000 shares of the Issuer's common stock, having an exercise price of \$5.63.
- Option granted pursuant to Issuer's 2000 Equity Incentive Plan. One hundred percent (100%) of the shares vest one year from date of grant.
- On August 4, 2009, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option for 10,000 shares of the Issuer's common stock granted to the reporting person on December 20, 2002. In exchange, on August 5, 2009, the reporting person received a replacement option for 8,000 shares of the Issuer's common stock, having an exercise price of \$5.63.
- On August 4, 2009, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option for 35,000 shares of the Issuer's common stock granted to the reporting person on December 13, 2004. In exchange, on August 5, 2009, the reporting person received a replacement option for 28,000 shares of the Issuer's common stock, having an exercise price of \$5.63.
- On August 4, 2009, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option for 1,750 shares of the Issuer's common stock granted to the reporting person on January 15, 2001. In exchange, on August 5, 2009, the reporting person received a replacement option for 1,400 shares of the Issuer's common stock, having an exercise price of \$5.63.
- 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.
- On August 4, 2009, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option for 80,000 shares of the Issuer's common stock granted to the reporting person on January 2, 2007. In exchange, on August 5, 2009, the reporting person received two replacement options for 39,999 and 24,001 shares of the Issuer's common stock, respectively, each having an exercise price of \$5.63.
- On August 4, 2009, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option for 120,000 shares of the Issuer's common stock granted to the reporting person on January 2, 2006. In exchange, on August 5, 2009, the reporting person received two replacement options for 84,000 and 12,000 shares of the Issuer's common stock, respectively, each having an exercise price of \$5.63.
- On August 4, 2009, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option for 40,000 shares of the Issuer's common stock granted to the reporting person on January 19, 2007. In exchange, on August 5, 2009, the reporting person received two replacement options for 19,333 and 12,667 shares of the Issuer's common stock, respectively, each having an exercise price of \$5.63.
- On August 4, 2009, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option for 125,000 shares of the Issuer's common stock granted to the reporting person on December 6, 2007. In exchange, on August 5, 2009, the reporting person received two replacement options for 39,583 and 60,417 shares of the Issuer's common stock, respectively, each having an exercise price of \$5.63.
- On August 4, 2009, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option for 10,000 shares of the Issuer's common stock granted to the reporting person on January 1, 2002. In exchange, on August 5, 2009, the reporting person received a replacement option for 2,500 shares of the Issuer's common stock, having an exercise price of \$5.63.
- On August 4, 2009, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option for 47,250 shares of the Issuer's common stock granted to the reporting person on October 15, 2000. In exchange, on August 5, 2009, the reporting person received a replacement option for 525 shares of the Issuer's common stock, having an exercise price of \$5.63.

**Remarks:**

/s/ James B. Bucher, Attorney in Fact 08/06/2009

\*\* 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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