

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

(Amendment No. )\*

Exelixis, Inc.  
(Name of Issuer)

Common Stock, Par Value \$0.001 Per Share  
(Title of Class of Securities)

30161Q 10 4  
(CUSIP Number)

July 12, 2000  
Date of Event Which Requires Filing of this Statement

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**SCHEDULE 13G**

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CUSIP NO. 30161Q 10 4  
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1. NAME OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Pharmacia & Upjohn AB

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Sweden

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

5. SOLE VOTING POWER  
2,355,769

6. SHARED VOTING POWER  
-0-

7. SOLE DISPOSITIVE POWER  
2,355,769

8. SHARED DISPOSITIVE POWER  
-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,355,769

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

[ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.2%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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1. NAME OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Pharmacia & Upjohn Holdings B.V.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(SEE INSTRUCTIONS) (b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Netherlands

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

5. SOLE VOTING POWER  
2,355,769

6. SHARED VOTING POWER  
-0-

7. SOLE DISPOSITIVE POWER  
2,355,769

8. SHARED DISPOSITIVE POWER  
-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,355,769

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

[ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.2%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

00

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1. NAME OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Pharmacia & Upjohn, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(SEE INSTRUCTIONS) (b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5. SOLE VOTING POWER  
2,355,769

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER  
-0-

7. SOLE DISPOSITIVE POWER  
2,355,769

8. SHARED DISPOSITIVE POWER  
-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,355,769

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

[ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.2%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

SCHEDULE 13G

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1. NAME OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Pharmacia Corporation

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	2,355,769
	6. SHARED VOTING POWER	-0-
	7. SOLE DISPOSITIVE POWER	2,355,769
	8. SHARED DISPOSITIVE POWER	-0-

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,355,769

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

[ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.2%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO, HC

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ITEM 1

- (a). **Name of Issuer:** Exelixis, Inc., a Delaware corporation ("Exelixis")
- (b). **Address of Issuer's Principal Executive Offices:** 170 Harbor Way, P.O. Box 511, South San Francisco, California 94083.

ITEM 2.

(a). **Name of Person Filing:** Pharmacia & Upjohn AB, a Swedish corporation ("P&U AB"), Pharmacia & Upjohn Holdings B.V., a "check the box" entity incorporated in the Netherlands ("P&U BV"), Pharmacia & Upjohn, Inc., a Delaware corporation ("P&U Inc."), and Pharmacia Corporation, a Delaware corporation ("PHA" , and together with P&U AB, P&U BV and P&U Inc., the "Reporting Persons").

(b). **Address of Principal Business Office:** The principal business address of P&U AB is Pharmacia & Upjohn AB, S-171 97 Stockholm, Sweden. The principal business address of P&U BV is Pharmacia & Upjohn Holdings B.V., Houttuinlaan 4, NL - 3447 GM Woerden, the Netherlands. The principal business address of each of P&U Inc. and PHA is 100 Route 206, Peapack, New Jersey 07977.

(c). **Citizenship:** P&U AB, is a Swedish corporation, P&U BV is a "check the box" entity incorporated in the Netherlands, P&U Inc. and PHA are Delaware corporations.

(d). **Title of Class of Securities:** Common stock, par value \$0.001 per share (the "Shares").

(e). **CUSIP Number:** 30161Q 10 4

ITEM 3. If This Statement is Filed Pursuant to Rule 13d- 1(b) or 13d-2(b) or

**(c), Check Whether the Person Filing is a:**

- (a).  [ ] Broker or dealer registered under Section 15 of the Exchange Act;
- (b).  [ ] Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c).  [ ] Insurance company as defined in Section 3(a)(19) of the Exchange Act;

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- (d).  [ ] Investment company registered under Section 8 of the Investment Company Act;
- (e).  [ ] An investment advisor in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f).  [ ] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g).  [ ] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h).  [ ] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i).  [ ] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j).  [ ] Group in accordance with Rule 13d-1(b)(1)(ii)(j).

If this statement is filed pursuant to Rule 13d-1(c), check this box.  
[x]

**ITEM 4. Ownership.**

(a). P&U AB beneficially owns 2,355,769 Shares of Exelixis. P&U BV, P&U Inc. and PHA may be each deemed to beneficially own 2,355,769 Shares of Exelixis.

(b). The percentage interest held by each Reporting Person presented below is based on the number of Shares reported to be outstanding as of July 31, 2000 in Exelixis' Quarterly Report on Form 10-Q, for the quarter ended June 30, 2000, filed on August 14, 2000 (the "Outstanding Shares").

P&U AB beneficially owns approximately 5.2% of the Outstanding Shares. P&U BV, P&U Inc. and PHA may be each deemed to beneficially own approximately 5.2% of the Outstanding Shares.

(c). Each Reporting Person has the power to vote or direct the vote and dispose or direct the disposition of the Shares beneficially owned by such Reporting Persons as indicated in pages 2 through 5 above.

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**ITEM 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities check the following [ ].

**ITEM 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not Applicable.

**ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported by the Parent Holding Company.**

See Exhibit 99.2.

**ITEM 8. Identification and Classification of the Members of the Group.**

Not Applicable.

**ITEM 9. Notice of Dissolution of Group.**

Not Applicable.

**ITEM 10. Certification.**

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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**SIGNATURE**

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Dated: October 6, 2000

PHARMACIA & UPJOHN AB

By: /s/ Hakan Astrom  
Name: Hakan Astrom  
Title: Managing Director

PHARMACIA & UPJOHN HOLDINGS B.V.

By: /s/ Wim Kuiper  
Name: Wim Kuiper  
Title: Director

PHARMACIA & UPJOHN, INC.

By: /s/ Don W. Schmitz  
Name: Don W. Schmitz  
Title: Corporate Secretary

PHARMACIA CORPORATION

By: /s/ Don W. Schmitz  
Name: Don W. Schmitz  
Title: Corporate Secretary

**INDEX TO EXHIBITS**

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	Joint Filing Statement, dated October 6, 2000, between Pharmacia & Upjohn AB, Pharmacia & Upjohn Holdings B.V., Pharmacia & Upjohn, Inc. and Pharmacia Corporation
99.2	Item 7 Information



## JOINT FILING STATEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, the undersigned agree to the joint filing of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Common Stock, \$0.001 par value, of Exelixis, Inc., and further agree to the filing of this agreement as an Exhibit thereto. In addition, each party to this Agreement expressly authorizes each other party to this Agreement to file on its behalf any and all amendments to such Statement on Schedule 13G.

Dated: October 6, 2000

PHARMACIA & UPJOHN AB

By: /s/ Hakan Astrom  
Name: Hakan Astrom  
Title: Managing Director

PHARMACIA & UPJOHN HOLDINGS B.V.

By: /s/ Wim Kuiper  
Name: Wim Kuiper  
Title: Director

PHARMACIA & UPJOHN, INC.

By: /s/ Don W. Schmitz  
Name: Don W. Schmitz  
Title: Corporate Secretary

PHARMACIA CORPORATION

By: /s/ Don W. Schmitz  
Name: Don W. Schmitz  
Title: Corporate Secretary



**ITEM 7 INFORMATION**

The securities being reported on by Pharmacia Corporation, as a parent holding company, are all owned by Pharmacia & Upjohn AB, a Swedish corporation, which is a wholly owned subsidiary of Pharmacia & Upjohn Holdings B.V., a "check the box" entity incorporated in the Netherlands. Pharmacia & Upjohn Holdings B.V. is a wholly owned subsidiary of Pharmacia & Upjohn Inc., a Delaware corporation, which is a wholly owned subsidiary of Pharmacia Corporation, a Delaware corporation.