SEC Form 4	
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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)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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Estimated average burden	

1. Title of Security	(Instr. 3)		2. Transaction	2A. Deemed	3.	4. Securities Acquired (A) of Dispessed Of (D) (Instr. 2, 4)		5. Amount of	6. Ownership	7. Nature of		
		Table I - No	on-Derivative	Securities Acc	quired, Dis	posed of, or Benefi	cially	Owned				
(City)	(State)	(Zip)										
FRANCISCO	0/1	54000						Form filed by Mor Person	e than One Rep	orting		
(Street) SOUTH SAN	CA	94080	4. If A	mendment, Date of	Original Filed	(Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Form filed by One				
210 E. GRAND	AVE.											
C/O EXELIXIS	· · /	(Middle)		te of Earliest Transa 1/2017	action (Month/	Jay/rear)		EVP, Scientific	Strategy & C	SO		
(Last)	(First)	(Middle)					X	Officer (give title below)	Other below	(specify)		
				uer Name and Ticke ELIXIS, INC.	•	Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)			Disposed Of (D) (Instr. 3, 4 and 5) Securities F Beneficially (I		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	Amount	(A) or (D)	(A) or (D) Price Transaction(s) (Instr. 3 and 4)			(1150.4)
Common Stock	02/01/2017		М		15,000	Α	\$5.96	88,600(1)	D	
Common Stock	02/01/2017		М		55,000	Α	\$7.18	143,600	D	
Common Stock	02/01/2017		S ⁽²⁾		70,000	D	\$18.65 ⁽³⁾	73,600	D	
Common Stock								16,080	Ι	By 401(k) ⁽⁴⁾

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

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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. Transa Code (8)		of		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)	\$5.96	02/01/2017		М			15,000	09/01/2010 ⁽⁵⁾	08/31/2019	Common Stock	15,000	\$0	0	D	
Option (right to buy)	\$7.18	02/01/2017		М			55,000	12/09/2010 ⁽⁶⁾	12/08/2019	Common Stock	55,000	\$0	20,000	D	

Explanation of Responses:

1. Includes 16,250 shares of Exelixis, Inc. common stock that will be issued to the Reporting Person upon vesting of restricted stock units

2. The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 27, 2016.

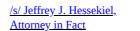
3. Represents the weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$18.23 to \$18.92. Reporting Person undertakes to provide Exelixis, Inc., any security holder of Exelixis, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 3 to this Form 4

4. Represents 16,080 shares of Exelixis, Inc. common stock held under the Exelixis, Inc. 401(k) Plan, pursuant to a plan statement dated as of February 1, 2017.

5. The option, representing the right to purchase a total of 75,000 shares of Exelixis, Inc. common stock, became fully exercisable on September 1, 2013.

6. The option, representing the right to purchase a total of 75,000 shares of Exelixis, Inc. common stock, became fully exercisable on December 9, 2013.

Remarks:



** Signature of Reporting Person

02/03/2017

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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