

**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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<b>1. Name and Address of Reporting Person*</b> <u>Lamb Peter</u>  (Last) (First) (Middle) C/O EXELIXIS, INC. 210 E. GRAND AVE.  (Street) SOUTH SAN FRANCISCO CA 94080  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>EXELIXIS, INC. [ EXEL ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>EVP, Scientific Strategy &amp; CSO</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>02/01/2017</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	
<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> X Form filed by One Reporting Person 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			
Common Stock	02/01/2017		M		15,000	A	\$5.96	88,600 <sup>(1)</sup>	D	
Common Stock	02/01/2017		M		55,000	A	\$7.18	143,600	D	
Common Stock	02/01/2017		S <sup>(2)</sup>		70,000	D	\$18.65 <sup>(3)</sup>	73,600	D	
Common Stock								16,080	I	By 401(k) <sup>(4)</sup>

**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)	\$5.96	02/01/2017		M		15,000		09/01/2010 <sup>(5)</sup>	08/31/2019	Common Stock	15,000	\$0	0	D	
Option (right to buy)	\$7.18	02/01/2017		M		55,000		12/09/2010 <sup>(6)</sup>	12/08/2019	Common Stock	55,000	\$0	20,000	D	

**Explanation of Responses:**

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

/s/ Jeffrey J. Hesekiel, 02/03/2017  
**Attorney in Fact**  
 \*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.