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).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPRO	JVAL						
OMB Number:	3235-0287						
Estimated average burden							
hours per response:	0.5						

Date Month/Day/Year Part Par	1. Name and Address of Reporting Person* WILLSEY LANCE						EXELIXIS INC [EXEL]									eck all ap X Dire	plicable) ctor	g Person(s) to Is	Owner
Scheman South So	C/O EXE	ELIXIS, INC	C	(Middle)			` ' ' '												
Column Stock	170 HAR	RBOR WAY	, PO BOX 511			4 If	Δmei	ndment	Date o	f Original	Filed	(Month/Da	av/Ve	ar)	6.1	ndividual (or loint/Group	Filing (Check 4	Annlicable
Table - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction (Nonth/Day/Year) 2. Transaction (Nonth	SOUTH SAN CA 94083-0511				14.11	4. II Amendineni, Date di Onginal Filed (Montin/Day/Year)									Line) X Form filed by One Reporting Person Form filed by More than One Reporting				
1. Title of Security (Instr. 3) 2. Transaction (Month/Day/Year) 2. A Determent of Flavor (Month/Day/Year) 2. A Determent of Month/Day/Year) 2. A Determent of Flavor (Month/Day/Year) 2. A De	(City)	(St	ate)	(Zip)															
Date Month/Day/Year Freecision Date Growth Day/Year Payment			Tab	le I - No	n-Deriv	ative	Sec	curitie	s Acc	quired,	Dis	posed o	f, o	r Bene	ficial	ly Own	ed		
Common Stock	1. Title of Security (Instr. 3)			Date		r) E	Execution Date, if any	Transaction Code (Instr.		Disposed Of (D) (Instr. 3, 4			A) or 3, 4 and	Secui Bene Owne	rities ficially ed Following	Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership		
Common Stock									Code	v	Amount		(A) or (D)	Price	Trans	action(s)		(Instr. 4)	
Common Stock	Common	Stock			08/13/2010					P		2,300		Α	\$2.9	1 8	89,800	D	
Common Stock	Common Stock			08/13/	08/13/2010						2,900		Α	\$2.92		92,700	D		
Common Stock	Common Stock			08/13/	08/13/2010				P		2,400		Α	\$2.93		95,100	D		
P 2,000 A \$2.96 99,100 D	Common Stock				08/13/2010					P		1,700		Α	\$2.9	4 !	96,800	D	
Common Stock	Common Stock			08/13/2010					P		300		Α	\$2.9	5 !	97,100	D		
Common Stock 08/16/2010 P 33,800 A \$2.98 133,900 D	Common Stock			08/13/2010					P		2,000		A	\$2.96		99,100	D		
Common Stock 08/16/2010 P 47,700 A \$2.9 181,600 D	Common Stock			08/13/2010					P		1,000		A	\$2.97		00,100	D		
Common Stock 08/16/2010 P 200 A \$2.895 181,800 D	Common Stock			08/13/2010					P		33,800		Α	\$2.98		33,900	D		
Common Stock 08/16/2010 P 3,200 A \$2.89 185,000 D	Common Stock			08/16/2010					P		47,700		A	\$2.9	1	81,600	D		
Common Stock 08/16/2010 P 1,700 A \$2.88 186,700 D Common Stock 08/16/2010 P 100 A \$2.87 187,500 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Price of Derivative Security (Instr. 3) Conversion or Exercise (Instr. 3) P 2. Derivative Security (Instr. 3) A Deemed Security (Instr. 3) Date (Month/Day/Year) (Instr. 3) A Amount or Derivative Securities Acquired (A) or Disposed of (D) or Indirect (Instr. 4) Code (V (A) (D) Date Expiration Date (Instr. 4) Amount or Number of Derivative Securities Securities Conversing Reported Transaction(s) (Instr. 4) Amount or Number of Shares Amount or Shares Amount or Number of Shares Amount or	Common Stock				08/16/2010					P		200		Α	\$2.89	5 1	81,800	D	
Common Stock 08/16/2010 P 100 A \$2.875 186,800 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) Price of Derivative Security Securit	Common Stock			08/16/2010					P		3,200		Α	\$2.8	9 1	85,000	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) P 700 A \$2.87 187,500 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) P 700 A \$2.87 187,500 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) Amount of Security (Instr. 5) P 700 A \$2.87 187,500 D Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title and Amount of Security (Instr. 5) Ownership Form: Disposed of (D) (Instr. 4) Owned Following Reported Transaction(Instr. 4) Indicate the privative Security (Instr. 4) Tansaction Date (Month/Day/Year) Owner Acquired (A) or Disposed of (D) (Instr. 3) Amount of Security (Instr. 5) Ownership Form: Disposed of (D) (Instr. 4) Owned Following Reported Transaction(Instr. 4) Owned Following Reported Transaction(Instr. 4) Owned Following Reported Transaction (Instr. 4) Owned Following	Common Stock 08/16				08/16/	2010				P		1,700		Α	\$2.8	3 1	86,700	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 of Exercise Price of Derivative Security (Instr. 3) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. Number of Oberivative Securities (Month/Day/Year) 5. Number of Oberivative Securities (Month/Day/Year) 5. Number of Oberivative Securities (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Securities Security (Instr. 5) 8. Price of Derivative Security (Instr. 5) 9. Number of derivative Security (Instr. 5) Form: Direct (D) Owned Following Reported Transaction(s) (Instr. 4) Following Reported Transaction(s) (Instr. 4) Code V (A) (D) Date Exercisable Expiration Date (Month/Day/Year) Title Shares	Common Stock 08/16/2				2010			P		100		Α	\$2.875		86,800	D			
(e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) 1. Title of Derivative Securities (Month/Day/Year) 1. Title of Derivative Securities (Month/Day/Year) 1. Title of Date Exercisable and Expiration Date (Month/Day/Year) 2. Conversion or Exercise Price of Derivative Securities (Month/Day/Year) 2. Conversion of Exercise Price of Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 5. Number of Derivative Securities Securities (Month/Day/Year) 9. Number of Derivative Security (Instr. 3) 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) 11. Nature of Derivative Security (Instr. 3) 11. Nature of Derivative Security (Instr. 4) 12. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) 13. Transaction Date (Month/Day/Year) 14. Transaction Date (Month/Day/Year) 15. Number of Derivative Securities Admount of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 16. Date Exercisable and Expiration Date (Month/Day/Year) 17. Title and Amount of Securities Underlying Derivative Security (Instr. 3) 18. Price of Derivative Security (Instr. 3) 19. Number of Derivative Security (Instr. 3) 10. Ownership Form: Disposed of (D) or Indirect (I) (Instr. 4) 11. Nature (Instr. 4) 12. Date Exercisable and Expiration Date (Month/Day/Year) 13. Title and Amount of Securities (Instr. 4) 14. Transaction Date (Month/Day/Year) 15. Number of Derivative Securities (Month/Day/Year) 16. Date Exercisable and Expiration Date (Month/Day/Year) 17. Title and Amount of Securities Amount of Securities (Month/Day/Year) 18. Price of Derivative Securities (Month/Day/Year) 19. Number of Securities (Month/Day/Year) 19. Number of Securities (Month/Day/Year) 19.	Common Stock 08/16/				2010			P		700		Α	\$2.87		87,500	D			
1. Title of Derivative Conversion or Exercise (Instr. 3) Price of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Instr. 3) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 5. Number of Derivative Security (Instr. 3) 6. Date Exercisable and Expiration Date (Month/Day/Year) 9. Number of Derivative Security (Instr. 3) 9. Number of Derivative Security (Instr. 3) 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) (Instr. 4) 12. Nature of Derivative Security (Instr. 3) 13. Transaction Date (Month/Day/Year) 14. Transaction Date (Month/Day/Year) 15. Number of Date Expiration Date (Month/Day/Year) 16. Date Exercisable and Expiration Date (Month/Day/Year) 17. Title and Amount of Security (Instr. 3) 18. Price of Derivative Security (Instr. 3) 19. Number of Derivative Security (Instr. 3) 10. Ownership Form: Direct (D) Or Indirect (I) (Instr. 4) 11. Nature Price of Date Expiration Date (Month/Day/Year) 12. Nature Price of Date Expiration Date (Month/Day/Year) 13. Transaction Date (Month/Day/Year) 14. Title and Amount of Security (Instr. 3) 15. Number of Date Expiration Date (Month/Day/Year) 16. Date Exercisable and Expiration Date (Month/Day/Year) 17. Title and Amount of Security (Instr. 3) 18. Price of Date Expiration Date (Month/Day/Year) 19. Number of Date Expiration Dat			Ta													Owned	I		
Date Expiration of	Security	Conversion or Exercise Price of Derivative	Date	3A. Deem Execution if any	ned n Date,	4. Transa Code (ction	5. Number of tr. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		6. Date E Expiratio	xercis	sable and	7. T Ame Sec Und Der	7. Title and Amount of Securities Underlying Derivative Security (Instr.		Derivative Security	derivative Securities Beneficially Owned Following Reported Transaction	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Explanation	of Respons	ees:			Code	v	(A)	(D)				Title	or Num of	ber				

/s/ James B. Bucher, Attorney in Fact

08/17/2010

** 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Michael M. Morrissey, Frank Karbe, Pamela A. Simonton and James B. Bucher of Exelixis, Inc., a Delaware corporation (the "Company"), or any one of them acting singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to: (i) complete and execute for and on behalf of the undersigned, in the undersigned's capacity as an officer or director of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Act of 1934 (the "Exchange Act") and the rules and regulations of the Securities and Exchange Commission (the "SEC") thereunder; (ii) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer or director of the Compan y, any Schedule 13D or 13G in accordance with Section 13(c) of the Exchange Act and the rules and regulations of the SEC thereunder; (iii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 or Schedule 13D or 13G, complete and execute any amendment or amendments thereto, and timely file or cause to be filed with the SEC and any securities exchange or similar authority such form, schedule, amendment or amendments thereto; and (iv) take any other action in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 13 or Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 and Schedules 13D and 13G with respect to the undersigned's holdings of, and transactions in, securities issued by the Company, unless otherwise earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. By signing this Power of Attorney the undersigned revokes as of the date hereof all powers of attorney previously executed by the undersigned for the same purposes as this Power of Attorney.

In Witness Whereof, the undersigned has caused this Power of Attorney to be executed as of this 17th day of August, 2010.

/s/ Lance Willsey