

**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                                 |           |
|--|-----------|
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|  |   |   |
|--|---|---|
| 1. Name and Address of Reporting Person*<br><u>SCANGOS GEORGE A</u><br><br>(Last) (First) (Middle)<br><u>C/O EXELIXIS INC.</u><br><u>170 HARBOR WAY, PO BOX 0511</u><br><br>(Street)<br><u>SAN FRANCISCO CA 94083-0511</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>EXELIXIS INC [ EXEL ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>President &amp; CEO</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>08/09/2006</u>       |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                    |   |

**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                    | 08/09/2006                           |  | s <sup>(1)</sup>               |   | 100   | D          | \$8.47 | 1,421,031   | D  |   |
| Common Stock                    | 08/09/2006                           |  | s <sup>(1)</sup>               |   | 200   | D          | \$8.37 | 1,420,831   | D  |   |
| Common Stock                    | 08/09/2006                           |  | s <sup>(1)</sup>               |   | 200   | D          | \$8.17 | 1,420,631   | D  |   |
| Common Stock                    | 08/09/2006                           |  | s <sup>(1)</sup>               |   | 100   | D          | \$7.97 | 1,420,531   | D  |   |
| Common Stock                    | 08/09/2006                           |  | s <sup>(1)</sup>               |   | 100   | D          | \$8.36 | 1,420,431   | D  |   |
| Common Stock                    | 08/09/2006                           |  | s <sup>(1)</sup>               |   | 100   | D          | \$8.16 | 1,420,331   | D  |   |
| Common Stock                    | 08/09/2006                           |  | s <sup>(1)</sup>               |   | 100   | D          | \$7.96 | 1,420,231   | D  |   |
| Common Stock                    | 08/09/2006                           |  | s <sup>(1)</sup>               |   | 300   | D          | \$8.55 | 1,419,931   | D  |   |
| Common Stock                    | 08/09/2006                           |  | s <sup>(1)</sup>               |   | 200   | D          | \$8.45 | 1,419,731   | D  |   |
| Common Stock                    | 08/09/2006                           |  | s <sup>(1)</sup>               |   | 100   | D          | \$7.95 | 1,419,631   | D  |   |
| Common Stock                    | 08/09/2006                           |  | s <sup>(1)</sup>               |   | 50  | D          | \$8.52 | 1,419,581   | D  |   |
| Common Stock                    | 08/09/2006                           |  | s <sup>(1)</sup>               |   | 50  | D          | \$8.51 | 1,419,531   | D  |   |
| Common Stock                    | 08/09/2006                           |  | s <sup>(1)</sup>               |   | 100   | D          | \$8.54 | 1,419,431   | D  |   |
| Common Stock                    | 08/09/2006                           |  | s <sup>(1)</sup>               |   | 100   | D          | \$8.04 | 1,419,331   | D  |   |
| Common Stock                    | 08/09/2006                           |  | s <sup>(1)</sup>               |   | 100   | D          | \$8.33 | 1,419,231   | D  |   |
| Common Stock                    | 08/09/2006                           |  | s <sup>(1)</sup>               |   | 100   | D          | \$8.19 | 1,419,131   | D  |   |
| Common Stock                    | 08/09/2006                           |  | s <sup>(1)</sup>               |   | 100   | D          | \$7.96 | 1,419,031   | D  |   |
| Common Stock                    | 08/09/2006                           |  | s <sup>(1)</sup>               |   | 100   | D          | \$8.5  | 1,418,931   | D  |   |
| Common Stock                    | 08/09/2006                           |  | s <sup>(1)</sup>               |   | 100   | D          | \$8.3  | 1,418,831   | D  |   |
| Common Stock                    | 08/09/2006                           |  | s <sup>(1)</sup>               |   | 200   | D          | \$8.18 | 1,418,631   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |        | 6,855   | I  | By Trust <sup>(2)</sup>                               |
| Common Stock                    |                                      |  |                                |   |   |            |        | 6,855   | I  | By Trust <sup>(3)</sup>                               |
| Common Stock                    |                                      |  |                                |   |   |            |        | 3,159   | I  | By 401(k) Plan <sup>(4)</sup>                         |

**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. Transaction Code (Instr. 8) | 5. Number of 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 Underlying 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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|---|--|
| <b>Explanation of Responses:</b>  |  |                                      |  |                                |   |  |   |  |  |   |  |
| 1. The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 7, 2005. |  |                                      |  |                                |   |  |   |  |  |   |  |
| 2. Shares held by George A. Scangos and Leslie S. Wilson, as Trustees of the Katherine Scangos Trust.   |  |                                      |  |                                |   |  |   |  |  |   |  |
| 3. Shares held by George A. Scangos and Leslie S. Wilson, as Trustees of the Jennifer Scangos Trust.  |  |                                      |  |                                |   |  |   |  |  |   |  |
| 4. Represents units in the Exelixis stock fund based on a plan statement dated July 27, 2006.   |  |                                      |  |                                |   |  |   |  |  |   |  |
| <b>Remarks:</b>   |  |                                      |  |                                |   |  |   |  |  |   |  |

/s/ George A. Scangos

08/10/2006

\*\* 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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