

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>RIVERA LUPE M</u> (Last) (First) (Middle) <u>C/O EXELIXIS, INC.</u> <u>249 EAST GRAND AVE., PO BOX 511</u> (Street) <u>SOUTH SAN FRANCISCO CA 94083-0511</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>EXELIXIS INC [EXEL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">SVP, Operations</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/04/2009</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			

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	Amount or Number of Shares				
Option (right to buy)	\$7.85	08/04/2009		D			3,750	12/20/2003 ⁽¹⁾	12/19/2012	Common Stock	3,750	(2)	0	D	
Option (right to buy)	\$5.63	08/05/2009		A		3,000		08/05/2010 ⁽³⁾	10/17/2015	Common Stock	3,000	(2)	3,000	D	
Option (right to buy)	\$7.92	08/04/2009		D		20,000		08/01/2005 ⁽¹⁾	07/31/2014	Common Stock	20,000	(4)	0	D	
Option (right to buy)	\$5.63	08/05/2009		A		16,000		08/05/2010 ⁽³⁾	10/17/2015	Common Stock	16,000	(4)	16,000	D	
Option (right to buy)	\$8.15	08/04/2009		D		5,000		06/01/2004 ⁽¹⁾	05/31/2013	Common Stock	5,000	(5)	0	D	
Option (right to buy)	\$5.63	08/05/2009		A		4,000		08/05/2010 ⁽³⁾	10/17/2015	Common Stock	4,000	(5)	4,000	D	
Option (right to buy)	\$8.9	08/04/2009		D		150,000		12/12/2006 ⁽¹⁾	12/11/2015	Common Stock	150,000	(6)	0	D	
Option (right to buy)	\$5.63	08/05/2009		A		105,000		08/05/2010 ⁽³⁾	10/17/2015	Common Stock	105,000	(6)	105,000	D	
Option (right to buy)	\$5.63	08/05/2009		A		15,000		08/05/2010 ⁽⁷⁾	10/17/2015	Common Stock	15,000	(6)	15,000	D	
Option (right to buy)	\$8.92	08/04/2009		D		45,000		12/13/2005 ⁽¹⁾	12/12/2014	Common Stock	45,000	(8)	0	D	
Option (right to buy)	\$5.63	08/05/2009		A		36,000		08/05/2010 ⁽³⁾	10/17/2015	Common Stock	36,000	(8)	36,000	D	
Option (right to buy)	\$8.99	08/04/2009		D		60,000		12/08/2007 ⁽¹⁾	12/07/2016	Common Stock	60,000	(9)	0	D	
Option (right to buy)	\$5.63	08/05/2009		A		29,999		08/05/2010 ⁽³⁾	10/17/2015	Common Stock	29,999	(9)	29,999	D	
Option (right to buy)	\$5.63	08/05/2009		A		18,001		08/05/2010 ⁽⁷⁾	10/17/2015	Common Stock	18,001	(9)	18,001	D	
Option (right to buy)	\$9.91	08/04/2009		D		100,000		12/06/2008 ⁽¹⁾	12/05/2017	Common Stock	100,000	(10)	0	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 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	Amount or Number of Shares				
Option (right to buy)	\$5.63	08/05/2009		A		31,666		08/05/2010 ⁽³⁾	10/17/2015	Common Stock	31,666	(10)	31,666	D	
Option (right to buy)	\$5.63	08/05/2009		A		48,334		08/05/2010 ⁽⁷⁾	10/17/2015	Common Stock	48,334	(10)	48,334	D	
Option (right to buy)	\$11.93	08/04/2009		D			30,000	07/09/2008 ⁽¹⁾	07/08/2017	Common Stock	30,000	(11)	0	D	
Option (right to buy)	\$5.63	08/05/2009		A		11,500		08/05/2010 ⁽³⁾	10/17/2015	Common Stock	11,500	(11)	11,500	D	
Option (right to buy)	\$5.63	08/05/2009		A		12,500		08/05/2010 ⁽⁷⁾	10/17/2015	Common Stock	12,500	(11)	12,500	D	
Option (right to buy)	\$12.25	08/04/2009		D			25,000	02/01/2003 ⁽¹⁾	01/31/2012	Common Stock	25,000	(12)	0	D	
Option (right to buy)	\$5.63	08/05/2009		A		6,250		08/05/2010 ⁽³⁾	10/17/2015	Common Stock	6,250	(12)	6,250	D	

Explanation of Responses:

- The option provided for vesting as follows: twenty five percent (25%) of the shares one year from date of grant, and the remaining shares in 36 equal monthly installments thereafter.
- On August 4, 2009, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option for 3,750 shares of the Issuer's common stock granted to the reporting person on December 20, 2002. In exchange, on August 5, 2009, the reporting person received a replacement option for 3,000 shares of the Issuer's common stock, having an exercise price of \$5.63.
- Option granted pursuant to Issuer's 2000 Equity Incentive Plan. One hundred percent (100%) of the shares vest one year from date of grant.
- On August 4, 2009, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option for 20,000 shares of the Issuer's common stock granted to the reporting person on August 1, 2004. In exchange, on August 5, 2009, the reporting person received a replacement option for 16,000 shares of the Issuer's common stock, having an exercise price of \$5.63.
- On August 4, 2009, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option for 5,000 shares of the Issuer's common stock granted to the reporting person on June 1, 2003. In exchange, on August 5, 2009, the reporting person received a replacement option for 4,000 shares of the Issuer's common stock, having an exercise price of \$5.63.
- On August 4, 2009, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option for 150,000 shares of the Issuer's common stock granted to the reporting person on December 12, 2005. In exchange, on August 5, 2009, the reporting person received two replacement options for 105,000 and 15,000 shares of the Issuer's common stock, respectively, each having an exercise price of \$5.63.
- Option granted pursuant to Issuer's 2000 Equity Incentive Plan. Thirty-three percent (33%) of the shares vest one year from date of grant, and the remaining shares vest in 24 equal monthly installments thereafter.
- On August 4, 2009, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option for 45,000 shares of the Issuer's common stock granted to the reporting person on December 13, 2004. In exchange, on August 5, 2009, the reporting person received a replacement option for 36,000 shares of the Issuer's common stock, having an exercise price of \$5.63.
- On August 4, 2009, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option for 60,000 shares of the Issuer's common stock granted to the reporting person on December 8, 2006. In exchange, on August 5, 2009, the reporting person received two replacement options for 29,999 and 18,001 shares of the Issuer's common stock, respectively, each having an exercise price of \$5.63.
- On August 4, 2009, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option for 100,000 shares of the Issuer's common stock granted to the reporting person on December 6, 2007. In exchange, on August 5, 2009, the reporting person received two replacement options for 31,666 and 48,334 shares of the Issuer's common stock, respectively, each having an exercise price of \$5.63.
- On August 4, 2009, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option for 30,000 shares of the Issuer's common stock granted to the reporting person on July 9, 2007. In exchange, on August 5, 2009, the reporting person received two replacement options for 11,500 and 12,500 shares of the Issuer's common stock, respectively, each having an exercise price of \$5.63.
- On August 4, 2009, the Issuer cancelled, pursuant to the Issuer's option exchange program, an option for 25,000 shares of the Issuer's common stock granted to the reporting person on February 1, 2002. In exchange, on August 5, 2009, the reporting person received a replacement option for 6,250 shares of the Issuer's common stock, having an exercise price of \$5.63.

Remarks:

/s/ James B. Bucher, Attorney in
Fact 08/06/2009

** 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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