

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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>170 HARBOR WAY, PO BOX 511</u> (Street) <u>SOUTH SAN FRANCISCO CA 94083-0511</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/15/2005</u>	3. Issuer Name and Ticker or Trading Symbol <u>EXELIXIS INC [EXEL]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Human Resources</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>553.1222⁽¹⁾</u>	<u>I</u>	<u>By 401(K) plan</u>

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Stock Option (Right to Buy)</u>	<u>02/01/2002⁽²⁾</u>	<u>01/31/2012</u>	<u>Common Stock</u>	<u>25,000</u>	<u>12.25</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>12/20/2002⁽²⁾</u>	<u>12/19/2012</u>	<u>Common Stock</u>	<u>3,750</u>	<u>7.85</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>06/01/2003⁽²⁾</u>	<u>05/31/2013</u>	<u>Common Stock</u>	<u>5,000</u>	<u>8.15</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>01/02/2004⁽²⁾</u>	<u>01/01/2014</u>	<u>Common Stock</u>	<u>20,000</u>	<u>7.05</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>08/01/2004⁽²⁾</u>	<u>07/31/2014</u>	<u>Common Stock</u>	<u>20,000</u>	<u>7.92</u>	<u>D</u>	
<u>Stock Option (Right to Buy)</u>	<u>12/13/2005⁽²⁾</u>	<u>12/12/2014</u>	<u>Common Stock</u>	<u>45,000</u>	<u>8.92</u>	<u>D</u>	

Explanation of Responses:

- The securities represent shares in the Exelixis stock fund based on a plan statement dated as of February 22, 2005.
- Twenty-Five percent (25%) of the shares subject to the option vest on the first anniversary of the date of grant and 1/48th vest monthly thereafter.

Remarks:

Lupe M. Rivera02/24/2005

** 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 5 (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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