

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>SCANGOS GEORGE A</u> (Last) (First) (Middle) <u>C/O EXELIXIS, INC.</u> <u>210 E. GRAND AVE.</u> (Street) <u>SOUTH SAN FRANCISCO CA 94080</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/05/2016</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	12/05/2016		M		357,976	A	\$8.99	1,668,186 ⁽¹⁾	D	
Common Stock	12/05/2016		S		204,718	D	\$17.81 ⁽²⁾	1,463,468	D	
Common Stock	12/07/2016		M		356	A	\$8.99	1,463,824	D	
Common Stock	12/07/2016		S		176	D	\$17.9	1,463,648	D	
Common Stock								8,963	I	By Trust (JS) ⁽³⁾
Common Stock								8,963	I	By Trust (KS) ⁽⁴⁾
Common Stock								5,669	I	By 401(k) Plan ⁽⁵⁾

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)	\$8.99	12/05/2016		M		357,976		12/08/2007 ⁽⁶⁾	12/07/2016	Common Stock	357,976	\$0	356	D	
Option (right to buy)	\$8.99	12/07/2016		M		356		12/08/2007 ⁽⁶⁾	12/07/2016	Common Stock	356	\$0	0	D	

Explanation of Responses:

- Includes 1,596 shares of Exelixis, Inc. common stock that will be issued to the Reporting Person upon vesting of restricted stock units.
- Represents the weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$17.45 to \$18.00. 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 2 to this Form 4.
- Shares held by George A. Scangos and Leslie S. Wilson, as Trustees of the Jennifer Scangos Trust.
- Shares held by George A. Scangos and Leslie S. Wilson, as Trustees of the Katherine Scangos Trust.
- Represents 5,669 shares of Exelixis, Inc. common stock under the Exelixis, Inc. 401(k) Plan, pursuant to a plan statement dated as of December 2, 2016.
- The option, representing the right to purchase a total of 400,000 shares of Exelixis, Inc. common stock, became exercisable as to 100,000 shares on December 8, 2007, and thereafter as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the original grant date (December 8, 2006). The option ceased vesting on July 15, 2010, in connection with the Reporting Person's resignation as President and Chief Executive Officer of Exelixis, Inc., at which time the option was exercisable as to as to 358,332 shares of Exelixis, Inc. Common Stock.

Remarks:

/s/ Jeffrey J. Hessekiel, Attorney 12/07/2016
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.

