

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>DUYK GEOFFREY M</u>  (Last) (First) (Middle)  <u>C/O EXELIXIS, INC</u> <u>170 HARBOR WAY</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>Pres R&amp;D &amp; CSO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/30/2003</u>	
	4. 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 <input type="checkbox"/> Form filed by More than One Reporting Person		

**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				
Stock Option (Right to Buy)	\$18.8125	10/30/2003		D <sup>(1)</sup>			200,000	(2)	12/06/2010	Common Stock	200,000	\$0.00	0	D	
Stock Option (Right to Buy)	\$18.8125	10/30/2003		A		200,000		(3)	12/31/2004 <sup>(3)</sup>	Common Stock	200,000	\$0	200,000	D	
Stock Option (Right to Buy)	\$15.43	10/30/2003		D <sup>(1)</sup>		6,480		(2)	12/03/2002 12/03/2011	Common Stock	6,480	\$0	0	D	
Stock Option (Right to Buy)	\$15.43	10/30/2003		A		6,480		(3)	12/03/2002 12/31/2004 <sup>(3)</sup>	Common Stock	6,480	\$0	6,480	D	
Stock Option (Right to Buy)	\$15.43	10/30/2003		D <sup>(1)</sup>		243,520		(2)	12/03/2011	Common Stock	243,520	\$0	0	D	
Stock Option (Right to Buy)	\$15.43	10/30/2003		A		243,520		(3)	12/31/2004 <sup>(3)</sup>	Common Stock	243,520	\$0	243,520	D	
Stock Option (Right to Buy)	\$6.45	10/30/2003		D <sup>(1)</sup>		15,503		(2)	01/29/2013	Common Stock	15,503	\$0	0	D	
Stock Option (Right to Buy)	\$6.45	10/30/2003		A		15,503		(3)	12/31/2004 <sup>(3)</sup>	Common Stock	15,503	\$0	15,503	D	
Stock Option (Right to Buy)	\$6.45	10/30/2003		D <sup>(1)</sup>		384,497		(2)	01/29/2013	Common Stock	384,497	\$0	0	D	
Stock Option (Right to Buy)	\$6.45	10/30/2003		A		384,497		(3)	12/31/2004 <sup>(3)</sup>	Common Stock	384,497	\$0	384,497	D	

**Explanation of Responses:**

- Cancellation of option in connection with grant of replacement option.
- The shares subject to the option become exercisable as to 25% on the first anniversary of the vesting commencement date and monthly thereafter for 36 months.
- The reported transaction involved the acceleration of vesting with respect to certain shares subject to the options and the amendment of the exercise period for vested, unexercised options for 12 months from the reported person's separation date of 12/31/03. The original exercise period would expire 3 months from the separation date.

**Remarks:**

/s/ Geoffrey M Duyk

11/03/2003

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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**