

SCANGOS GEORGE A

Form 4

August 25, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCANGOS GEORGE A

2. Issuer Name **and** Ticker or Trading
Symbol
EXELIXIS INC [EXEL]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O EXELIXIS INC., 170 HARBOR
WAY, PO BOX 0511

3. Date of Earliest Transaction
(Month/Day/Year)
08/24/2006

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

President & CEO

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

SAN FRANCISCO, CA 94083-0511

(City) (State) (Zip)

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	08/24/2006		S ⁽¹⁾		100	D	\$ 8.07
Common Stock	08/24/2006		S ⁽¹⁾		100	D	\$ 8.17
Common Stock	08/24/2006		S ⁽¹⁾		300	D	\$ 8.16
Common Stock	08/24/2006		S ⁽¹⁾		200	D	\$ 8.05
Common Stock	08/24/2006		S ⁽¹⁾		100	D	\$ 8.15

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Common Stock	08/24/2006	<u>S</u> (1)	200	D	\$ 8.14	1,415,131	D	
Common Stock	08/24/2006	<u>S</u> (1)	100	D	\$ 8.03	1,415,031	D	
Common Stock	08/24/2006	<u>S</u> (1)	100	D	\$ 8.13	1,414,931	D	
Common Stock	08/24/2006	<u>S</u> (1)	300	D	\$ 8.12	1,414,631	D	
Common Stock	08/24/2006	<u>S</u> (1)	100	D	\$ 8.09	1,414,531	D	
Common Stock	08/24/2006	<u>S</u> (1)	200	D	\$ 8.11	1,414,331	D	
Common Stock	08/24/2006	<u>S</u> (1)	100	D	\$ 8.08	1,414,231	D	
Common Stock	08/24/2006	<u>S</u> (1)	300	D	\$ 8.18	1,413,931	D	
Common Stock	08/24/2006	<u>S</u> (1)	300	D	\$ 8.1	1,413,631	D	
Common Stock						6,855	I	By Trust <u>(2)</u>
Common Stock						6,855	I	By Trust <u>(3)</u>
Common Stock						3,159	I	By 401(k) Plan <u>(4)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)		Title		

Date Exercisable	Expiration Date	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCANGOS GEORGE A C/O EXELIXIS INC. 170 HARBOR WAY, PO BOX 0511 SAN FRANCISCO, CA 94083-0511	X		President & CEO	

Signatures

/s/ George A.
Scangos 08/25/2006

__Signature of
Reporting Person Date

Explanation of Responses:

- * 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).
- (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.

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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