EXELIXIS, INC. Form 4 May 28, 2015

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

(Print or Type Responses)

1. Name and Address of Reporting Person * WYSZOMIERSKI JACK L

(First) (Last)

(Middle)

C/O EXELIXIS, INC., 210 E.

GRAND AVE.

(Street)

FRANCISCO, CA 94080

2. Issuer Name and Ticker or Trading

Symbol

EXELIXIS, INC. [EXEL]

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

05/28/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

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OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4. Securities

1.Title of Security (Instr. 3)

SOUTH SAN

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if anv

(Month/Day/Year)

TransactionAcquired (A) or Disposed of (D) Code (Instr. 8)

(Instr. 3, 4 and 5)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned Ownership (I) Following (Instr. 4) (Instr. 4)

> SEC 1474 (9-02)

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

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

1. Title of Derivative Conversion Security

or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

5. Number of 4. **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Exercisable Expiration Title Amount Date or Number of Share Option Common (right to \$ 3.13 05/28/2015 A 40,000 05/28/2015(1) 05/27/2022 40,000 Stock buy)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

WYSZOMIERSKI JACK L

C/O EXELIXIS, INC.
210 E. GRAND AVE.

Signatures

/s/ Jeffrey J. Hessekiel, Attorney in Fact 05/28/2015

**Signature of Reporting Person Date

Explanation of Responses:

SOUTH SAN FRANCISCO, CA 94080

- * 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).

Option granted pursuant to the Exelixis, Inc. 2014 Equity Incentive Plan. The option is exercisable immediately, subject to repurchase (1) provisions, and will vest as to 1/12th of the shares subject to the option each month following the date of grant, subject to the optionee's continuous service through such dates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2