

SCANGOS GEORGE A
Form 4
December 28, 2004

FORM 4

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

OMB APPROVAL

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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 *
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)
12/28/2004

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

President, CEO & Director

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/28/2004		S	72	D \$ 9.72	1,592,269	D
Common Stock	12/28/2004		S	100	D \$ 9.61	1,592,169	D
Common Stock	12/28/2004		S	6	D \$ 9.63	1,592,163	D
Common Stock	12/28/2004		S	362	D \$ 9.59	1,591,801	D
Common Stock	12/28/2004		S	60	D \$ 9.55	1,591,741	D

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Common Stock	12/28/2004	S	100	D	\$ 9.49	1,591,641	D
Common Stock	12/28/2004	S	300	D	\$ 9.51	1,591,341	D
Common Stock	12/28/2004	S	100	D	\$ 9.57	1,591,241	D
Common Stock	12/28/2004	S	300	D	\$ 9.54	1,590,941	D
Common Stock	12/28/2004	S	300	D	\$ 9.53	1,590,641	D
Common Stock	12/28/2004	S	100	D	\$ 9.5	1,590,541	D
Common Stock	12/28/2004	S	200	D	\$ 9.48	1,590,341	D
Common Stock	12/28/2004	S	100	D	\$ 9.56	1,590,241	D
Common Stock	12/28/2004	S	100	D	\$ 9.58	1,590,141	D
Common Stock	12/28/2004	S	200	D	\$ 9.495	1,589,941	D
Common Stock	12/28/2004	S	100	D	\$ 9.47	1,589,841	D

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 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. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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 & Director	

Signatures

/s/ George

Scangos

12/28/2004

**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).

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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