

Lamb Peter
Form 4
August 17, 2011

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 *
Lamb Peter

(Last) (First) (Middle)

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

(Street)

SOUTH SAN
FRANCISCO, CA 94080

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

EXELIXIS INC [EXEL]

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

08/15/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP, Discovery Research & CSO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ 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)
Common Stock	08/15/2011		M ⁽¹⁾	2,344 A \$ 0	19,936	D	
Common Stock	08/15/2011		M ⁽²⁾	781 A \$ 0	20,717	D	
Common Stock					6,279	I	By 401(k) Plan ⁽³⁾

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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. Pr Deriv Secur (Instr	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(4)	08/15/2011		M		2,344		(5)	(5)	Common Stock	2,344
Restricted Stock Units	(4)	08/15/2011		M		781		(6)	(6)	Common Stock	781

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lamb Peter C/O EXELIXIS, INC 210 E. GRAND AVE. SOUTH SAN FRANCISCO, CA 94080	EVP, Discovery Research & CSO

Signatures

/s/ James B. Bucher, Attorney
in Fact 08/17/2011

__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).

Represents the conversion upon vesting of restricted stock units into common stock. Such restricted stock units were granted on
(1) December 9, 2009 and were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on December 11, 2009.

Represents the conversion upon vesting of restricted stock units into common stock. Such restricted stock units were granted on
(2) December 15, 2009 and were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on December 16, 2009.

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- (3) Represents 6,279 shares of Exelixis, Inc. common stock under the Exelixis, Inc. 401(k) Plan, pursuant to a plan statement dated as of August 15, 2011.
- (4) Each restricted stock unit is the economic equivalent of one share of Exelixis, Inc. common stock.
- On December 9, 2009, the reporting person was granted 37,500 restricted stock units, of which 1/16th of the shares subject to the restricted stock units vested on August 15, 2011. The common stock into which such vested restricted stock units converted on August 15, 2011 is reported in Table I on this Form 4. The remaining unvested restricted stock units will continue to vest as to 1/16th of the original number of shares subject to the restricted stock units on each succeeding November 15, February 15, May 15 and August 15 until fully vested.
- (5) On December 15, 2009, the reporting person was granted 12,500 restricted stock units, of which 1/16th of the shares subject to the restricted stock units vested on August 15, 2011. The common stock into which such vested restricted stock units converted on August 15, 2011 is reported in Table I on this Form 4. The remaining unvested restricted stock units will continue to vest as to 1/16th of the original number of shares subject to the restricted stock units on each succeeding November 15, February 15, May 15 and August 15 until fully vested.
- (6) On December 15, 2009, the reporting person was granted 12,500 restricted stock units, of which 1/16th of the shares subject to the restricted stock units vested on August 15, 2011. The common stock into which such vested restricted stock units converted on August 15, 2011 is reported in Table I on this Form 4. The remaining unvested restricted stock units will continue to vest as to 1/16th of the original number of shares subject to the restricted stock units on each succeeding November 15, February 15, May 15 and August 15 until fully vested.

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.