

EXELIXIS INC
Form 3/A
April 25, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol	5. If Amendment, Date Original Filed(Month/Day/Year)
Â RIVERA LUPE M			02/15/2005	EXELIXIS INC [EXEL]	
(Last)	(First)	(Middle)			
C/O EXELIXIS, INC.,Â 170 HARBOR WAY, PO BOX 511					
(Street)					
SOUTH SAN FRANCISCO,Â CAÂ 94083-0511					
(City)	(State)	(Zip)			
			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP, Human Resources		
			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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	553.1222 ⁽¹⁾	I	By 401(K) plan

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

SEC 1473 (7-02)

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 control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		(I) (Instr. 5)	
Stock Option (Right to Buy)	02/01/2002 ⁽²⁾	01/31/2012	Common Stock	25,000	\$ 12.25	D	Â
Stock Option (Right to Buy)	12/20/2002 ⁽²⁾	12/19/2012	Common Stock	3,750	\$ 7.85	D	Â
Stock Option (Right to Buy)	06/01/2003 ⁽²⁾	05/31/2013	Common Stock	5,000	\$ 8.15	D	Â
Stock Option (Right to Buy)	01/02/2004 ⁽²⁾	01/01/2014	Common Stock	20,000	\$ 7.05	D	Â
Stock Option (Right to Buy)	08/01/2004 ⁽²⁾	07/31/2014	Common Stock	20,000	\$ 7.92	D	Â
Stock Option (Right to Buy)	12/13/2005 ⁽²⁾	12/12/2014	Common Stock	45,000	\$ 8.92	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RIVERA LUPE M C/O EXELIXIS, INC. 170 HARBOR WAY, PO BOX 511 SOUTH SAN FRANCISCO, CA 94083-0511	Â	Â	Â VP, Human Resources	Â

Signatures

Lupe M. Rivera 02/24/2005

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 securities represent shares in the Exelixis stock fund based on a plan statement dated as of February 22, 2005.
- (2) Twenty-Five percent (25%) of the shares subject to the option vest on the first anniversary of the date of grant and 1/48th vest monthly thereafter.

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Remarks:

This amendment is being filed solely to submit the written authorization granted by the Reporting Person

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.