#### MORRISSEY MICHAEL

Form 4

September 21, 2012

<b>FOR</b>	M	4
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### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number:

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* MORRISSEY MICHAEL

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

EXELIXIS, INC. [EXEL] (Middle)

3. Date of Earliest Transaction

10% Owner

(Check all applicable)

C/O EXELIXIS, INC., 210 E.

(Month/Day/Year) 09/21/2012

\_X\_\_ Director X\_ Officer (give title Other (specify below)

GRAND AVE.

4. If Amendment, Date Original

President and CEO 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

**SOUTH SAN** FRANCISCO, CA 94080

> (City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned (I) (Instr. 4) Following

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Reported (A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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 Conversion 3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date** 

7. Title and Amount Underlying Securities

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Security (Instr. 3)			any Code (Month/Day/Year) (Instr. 8		3) A [	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amous Numb Shares
Stock Option (right to buy)	\$ 5.555	09/21/2012		A	2	402,000		09/21/2013(1)	09/20/2019	Common Stock	402,0

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Director 10% Owner Officer Other

Relationships

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

X President and CEO

SOUTH SAN FRANCISCO, CA 94080

## **Signatures**

/s/ James B. Bucher, Attorney in Fact

09/21/2012

\*\*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).

Option granted pursuant to Issuer's 2011 Equity Incentive Plan. Option granted will vest as to 1/4th of the original number of shares (1) subject to the option on the one-year anniversary of the grant date, and thereafter as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date.

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