

EXELIXIS, INC.  
Form 4  
October 14, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
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)  
10/12/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, Discovery Research & CSO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | Price  |   |
| Common Stock                    | 10/12/2015                           |  | M                              |   | 525   | A \$ 5.63 36,998   | D   |
| Common Stock                    | 10/12/2015                           |  | M                              |   | 1,400   | A \$ 5.63 38,398   | D   |
| Common Stock                    | 10/12/2015                           |  | M                              |   | 2,500   | A \$ 5.63 40,898   | D   |
| Common Stock                    | 10/12/2015                           |  | M                              |   | 8,000   | A \$ 5.63 48,898   | D   |
| Common Stock                    | 10/12/2015                           |  | M                              |   | 20,000  | A \$ 5.63 68,898   | D   |

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|              |            |   |         |   |                           |         |   |                         |
|--------------|------------|---|---------|---|---------------------------|---------|---|-------------------------|
| Common Stock | 10/12/2015 | M | 28,000  | A | \$ 5.63                   | 96,898  | D |                         |
| Common Stock | 10/12/2015 | M | 84,000  | A | \$ 5.63                   | 180,898 | D |                         |
| Common Stock | 10/12/2015 | M | 19,333  | A | \$ 5.63                   | 200,231 | D |                         |
| Common Stock | 10/12/2015 | M | 39,999  | A | \$ 5.63                   | 240,230 | D |                         |
| Common Stock | 10/12/2015 | M | 39,583  | A | \$ 5.63                   | 279,813 | D |                         |
| Common Stock | 10/12/2015 | M | 56,936  | A | \$ 5.63                   | 336,749 | D |                         |
| Common Stock | 10/12/2015 | S | 300,276 | D | \$<br>5.839<br><u>(1)</u> | 36,473  | D |                         |
| Common Stock | 10/13/2015 | M | 600     | A | \$ 5.63                   | 37,073  | D |                         |
| Common Stock | 10/13/2015 | S | 600     | D | \$ 5.8                    | 36,473  | D |                         |
| Common Stock |            |   |         |   |                           | 14,478  | I | By 401(k)<br><u>(2)</u> |

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 displays a currently valid OMB control number.**

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(9-02)

**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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option (right to buy)                      | \$ 5.63  | 10/12/2015                           |  | M                              | 525   | 08/05/2010 <sup>(3)</sup> 10/17/2015                     | Common Stock  | 525                        |

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|                             |         |            |   |        |                           |            |                 |        |
|-----------------------------|---------|------------|---|--------|---------------------------|------------|-----------------|--------|
| Option<br>(right to<br>buy) | \$ 5.63 | 10/12/2015 | M | 1,400  | 08/05/2010 <sup>(3)</sup> | 10/17/2015 | Common<br>Stock | 1,400  |
| Option<br>(right to<br>buy) | \$ 5.63 | 10/12/2015 | M | 2,500  | 08/05/2010 <sup>(3)</sup> | 10/17/2015 | Common<br>Stock | 2,500  |
| Option<br>(right to<br>buy) | \$ 5.63 | 10/12/2015 | M | 8,000  | 08/05/2010 <sup>(3)</sup> | 10/17/2015 | Common<br>Stock | 8,000  |
| Option<br>(right to<br>buy) | \$ 5.63 | 10/12/2015 | M | 20,000 | 08/05/2010 <sup>(3)</sup> | 10/17/2015 | Common<br>Stock | 20,000 |
| Option<br>(right to<br>buy) | \$ 5.63 | 10/12/2015 | M | 28,000 | 08/05/2010 <sup>(3)</sup> | 10/17/2015 | Common<br>Stock | 28,000 |
| Option<br>(right to<br>buy) | \$ 5.63 | 10/12/2015 | M | 84,000 | 08/05/2010 <sup>(3)</sup> | 10/17/2015 | Common<br>Stock | 84,000 |
| Option<br>(right to<br>buy) | \$ 5.63 | 10/12/2015 | M | 19,333 | 08/05/2010 <sup>(3)</sup> | 10/17/2015 | Common<br>Stock | 19,333 |
| Option<br>(right to<br>buy) | \$ 5.63 | 10/12/2015 | M | 39,999 | 08/05/2010 <sup>(3)</sup> | 10/17/2015 | Common<br>Stock | 39,999 |
| Option<br>(right to<br>buy) | \$ 5.63 | 10/12/2015 | M | 39,583 | 08/05/2010 <sup>(3)</sup> | 10/17/2015 | Common<br>Stock | 39,583 |
| Option<br>(right to<br>buy) | \$ 5.63 | 10/12/2015 | M | 56,936 | 08/05/2010 <sup>(4)</sup> | 10/17/2015 | Common<br>Stock | 56,936 |
| Option<br>(right to<br>buy) | \$ 5.63 | 10/13/2015 | M | 600    | 08/05/2010 <sup>(4)</sup> | 10/17/2015 | Common<br>Stock | 600    |

## Reporting Owners

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

## Signatures

/s/ Jeffrey J. Hessekiel, Attorney  
in Fact

10/13/2015

\_\_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).  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.80 to \$6.00, inclusive. The reporting person undertakes to provide to Exelixis, Inc., any security holder of Exelixis, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (1) Represents 14,478 shares of Exelixis, Inc. common stock under the Exelixis, Inc. 401(k) Plan, pursuant to a plan statement dated as of October 13, 2015.
- (2) Option granted pursuant to Issuer's 2000 Equity Incentive Plan. One hundred percent (100%) of the shares vest one year from date of grant.
- (3) Option granted pursuant to Issuer's 2000 Equity Incentive Plan. Thirty-three percent (33%) of the shares vest one year from date of grant, and the remaining shares vest in 24 equal monthly installments thereafter.
- (4)

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.