

Haley Patrick J.
Form 4
March 02, 2018

FORM 4

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

OMB APPROVAL

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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 *
Haley Patrick J.

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)
210 EAST GRAND AVE.

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2018

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

Sr. Vice President, Commercial

(Street)
SOUTH SAN FRANCISCO, CA 94080

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

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/28/2018		M	10,625	A \$ 1.76	155,519 ⁽¹⁾	D
Common Stock	02/28/2018		M	3,000	A \$ 5.5	158,519	D
Common Stock	02/28/2018		S	45,029	D \$ 27.13 ⁽²⁾	113,490	D
Common Stock						23,539	I By spouse
Common Stock						10,101 ⁽³⁾	I By 401(k)

Common
Stock

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

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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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Option (right to buy)	\$ 1.76	02/28/2018		M	10,625	11/17/2015 ⁽⁴⁾	11/16/2021	Common Stock	10,625
Option (right to buy)	\$ 5.5	02/28/2018		M	3,000	09/28/2012 ⁽⁵⁾	09/27/2018	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Haley Patrick J.
210 EAST GRAND AVE.
SOUTH SAN FRANCISCO, CA 94080

Sr. Vice President, Commercial

Signatures

/s/ Jennifer Drimmer Rokovich, Attorney
in Fact

03/02/2018

__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).

(1) Includes 67,602 shares of Exelixis, Inc. common stock that will be issued to the Reporting Person upon vesting of restricted stock units.

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- Represents the weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$27.03 to \$27.25.
- (2) Reporting Person undertakes to provide 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 ranges set forth in footnote 2 to this Form 4.
 - (3) Represents shares of Exelixis, Inc. common stock under the Exelixis, Inc. 401(k) Plan, pursuant to a plan statement dated as of February 28, 2018.
- The option, representing the right to purchase a total of 50,000 shares of Exelixis, Inc. common stock, was exercisable as to 40,625 shares
- (4) as of the Transaction Date. The remainder of the option will vest as to 1/48th of the original number of shares subject to the option on each monthly anniversary of November 17, 2014 grant date.
 - (5) The option, representing the right to purchase a total of 3,000 shares of Exelixis, Inc. common stock, became fully exercisable on September 28, 2015.

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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