

SIMONTON PAMELA A
 Form 4
 May 03, 2006

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 *
 SIMONTON PAMELA A

(Last) (First) (Middle)

C/O EXELIXIS, INC., 170
 HARBOR WAY, PO BOX 511

(Street)

SOUTH SAN
 FRANCISCO, X1 94083-0511

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 EXELIXIS INC [EXEL]

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/01/2006

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)
 SVP, Patents & Licensing

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)
				(A) or (D)	Price		
Common Stock	05/01/2006		M	2,083 A	\$ 6.15 2,083	D	
Common Stock	05/01/2006		M	5,000 A	\$ 6.45 7,083	D	
Common Stock	05/01/2006		S ⁽¹⁾	7,083 D	\$ 10.8003 0	D	
Common Stock					2,372 ⁽²⁾	I	By 401(k) Plan

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

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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 (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)	\$ 6.15	05/01/2006		M	2,083	12/10/2003 ⁽³⁾ 12/09/2013	Common Stock	2,083	
Option (right to buy)	\$ 6.45	05/01/2006		M	5,000	01/29/2003 ⁽³⁾ 01/28/2013	Common Stock	5,000	

Reporting Owners

Reporting Owner Name / Address

SIMONTON PAMELA A
C/O EXELIXIS, INC.
170 HARBOR WAY, PO BOX 511
SOUTH SAN FRANCISCO, X1 94083-0511

Relationships

Director 10% Owner Officer Other

SVP, Patents & Licensing

Signatures

/s/ Christoph Pereira, Attorney
in Fact

05/03/2006

__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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 22, 2006.

(2) Represent units in the Exelixis stock fund based on a plan statement dated April 6, 2006.

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- (3) Options granted pursuant to Issuer's 2000 Equity Incentive Plan. Twenty-five percent (25%) of the shares vest one year from the grant date, and the remaining shares vest in 36 equal monthly installments thereafter.

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.