

Haley Patrick J.
Form 4
January 09, 2019

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.

(Last) (First) (Middle)

C/O EXELIXIS, INC., 1851
HARBOR BAY PARKWAY

(Street)

ALAMEDA, CA 94502

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/07/2019

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)
Sr. Vice President, Commercial

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 Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	01/07/2019		M		1,560 A \$ 5.82	98,571 ⁽¹⁾	D
Common Stock	01/07/2019		S ⁽²⁾		1,560 D \$ 21.5	97,011	D
Common Stock	01/07/2019		M		4,000 A \$ 1.76	101,011	D
Common Stock	01/07/2019		S ⁽²⁾		4,000 D \$ 21.52	97,011	D
Common Stock	01/08/2019		M		2,000 A \$ 1.76	99,011	D

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Common Stock	01/08/2019	S ⁽²⁾	2,000	D	\$ 23	97,011	D	
Common Stock	01/09/2019	M	1,560	A	\$ 5.82	98,571	D	
Common Stock	01/09/2019	S ⁽²⁾	1,560	D	\$ 23.5	97,011	D	
Common Stock						23,539	I	By spouse
Common Stock						10,283 ⁽⁴⁾	I	By 401(k)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option (right to buy)	\$ 5.82	01/07/2019		M	1,560	09/30/2014 ⁽⁵⁾	09/29/2020	Common Stock	1,560
Option (right to buy)	\$ 1.76	01/07/2019		M	4,000	11/17/2015 ⁽⁶⁾	11/16/2021	Common Stock	4,000
Option (right to buy)	\$ 1.76	01/08/2019		M	2,000	11/17/2015 ⁽⁶⁾	11/16/2021	Common Stock	2,000
Option (right to buy)	\$ 5.82	01/09/2019		M	1,560	09/30/2014 ⁽⁵⁾	09/29/2020	Common Stock	1,560

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Haley Patrick J. C/O EXELIXIS, INC. 1851 HARBOR BAY PARKWAY ALAMEDA, CA 94502			Sr. Vice President, Commercial	

Signatures

/s/ Jennifer Drimmer Rokovich, Attorney
in Fact

01/09/2019

**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 49,234 shares of Exelixis, Inc. common stock that will be issued to the Reporting Person upon vesting of restricted stock units.
- (2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 23, 2018.
Represents the weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$21.03 to \$22.00.
- (3) 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 3 to this Form 4.
- (4) Represents shares of Exelixis, Inc. common stock under the Exelixis, Inc. 401(k) Plan, pursuant to a plan statement dated as of January 7, 2019.
- (5) The option, representing the right to purchase a total of 7,800 shares of Exelixis, Inc. common stock, became fully exercisable on September 30, 2017.
- (6) The option, representing the right to purchase a total of 50,000 shares of Exelixis, Inc. common stock, became fully exercisable on November 17, 2018.

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.