EXELIXIS, INC.
Form 3
June 06, 2014

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â BURKE DEBORAH
(Last) (First) (Middle)

C/O EXELIXIS, INC.,Â 210 E. GRAND AVE.
(Street)

SOUTH SAN FRANCISCO,Â CAÂ 94080
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
06/02/2014

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP & Interim CFO

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	14,136	D	Â
Common Stock	1,320	I	By 401(k) (1)

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.

SEC 1473 (7-02)

Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	06/01/2006 (2)	05/31/2015	Common Stock	10,000	$ 7.02	D	Â
Stock Option (right to buy)	12/16/2009 (3)	12/15/2018	Common Stock	9,000	$ 5.04	D	Â
Stock Option (right to buy)	02/26/2010 (4)	02/25/2019	Common Stock	4,500	$ 4.42	D	Â
Stock Option (right to buy)	02/26/2010 (4)	02/25/2019	Common Stock	8,000	$ 4.42	D	Â
Stock Option (right to buy)	08/05/2010 (5)	10/17/2015	Common Stock	14,000	$ 5.63	D	Â
Stock Option (right to buy)	08/05/2010 (5)	10/17/2015	Common Stock	19,998	$ 5.63	D	Â
Stock Option (right to buy)	08/05/2010 (5)	10/17/2015	Common Stock	9,000	$ 5.63	D	Â
Stock Option (right to buy)	08/05/2010 (6)	10/17/2015	Common Stock	12,002	$ 5.63	D	Â
Stock Option (right to buy)	08/05/2010 (6)	10/17/2015	Common Stock	15,000	$ 5.63	D	Â
Stock Option (right to buy)	08/05/2010 (6)	10/17/2015	Common Stock	2,000	$ 5.63	D	Â
Stock Option (right to buy)	09/28/2012 (7)	09/28/2018	Common Stock	39,188	$ 5.5	D	Â
Restricted Stock Units	Â (8)	Â (8)	Common Stock	2,176	$ (9)	D	Â
Stock Option (right to buy)	09/21/2013 (10)	09/20/2019	Common Stock	25,200	$ 5.56	D	Â
Restricted Stock Units	Â (11)	Â (11)	Common Stock	6,300	$ (9)	D	Â
Stock Option (right to buy)	09/18/2014 (12)	09/17/2020	Common Stock	39,000	$ 5.51	D	Â
Restricted Stock Units	Â (13)	Â (13)	Common Stock	13,000	$ (9)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

BURKE DEBORAH
C/O EXELIXIS, INC.
210 E. GRAND AVE.
SOUTH SAN FRANCISCO,Â CAÂ 94080

BURKE DEBORAH C/O EXELIXIS, INC. 210 E. GRAND AVE. SOUTH SAN FRANCISCO,Â CAÂ 94080	Â	Â	Â VP & Interim CFO	Â

Signatures

/s/ James B. Bucher, Attorney in Fact	06/06/2014
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents 1,320 shares of Exelixis, Inc. common stock under the Exelixis, Inc. 401(k) Plan, pursuant to a plan statement dated as of June 2, 2014.

(2) Option granted to reporting person on June 1, 2005, pursuant to the Exelixis, Inc. 2000 Equity Incentive Plan. The option is fully vested and exercisable as of the date of this filing. The option vested as to 1/4th of the original number of shares 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.

(3) Option granted to reporting person on December 16, 2008, pursuant to the Exelixis, Inc. 2000 Equity Incentive Plan. The option is fully vested and exercisable as of the date of this filing. The option vested as to 1/4th of the original number of shares 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.

(4) Option granted to reporting person on February 26, 2009, pursuant to the Exelixis, Inc. 2000 Equity Incentive Plan. The option is fully vested and exercisable as of the date of this filing. The option vested as to 1/4th of the original number of shares 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.

(5) Option granted to reporting person on August 5, 2009, pursuant to the Exelixis, Inc. 2000 Equity Incentive Plan. The option is fully vested and exercisable as of the date of this filing. The option vested as to 100% of the original number of shares subject to the option on the one-year anniversary of the grant date.

(6) Option granted to reporting person on August 5, 2009, pursuant to the Exelixis, Inc.2000 Equity Incentive Plan. The option is fully vested and exercisable as of the date of this filing. The option vested as to 1/3rd of the original number of shares subject to the option on the one-year anniversary of the grant date, and thereafter as to 1/36th of the original number of shares subject to the option on each monthly anniversary of the grant date.

(7) Option granted to reporting person on September 28, 2011, pursuant to the Exelixis, Inc. 2011 Equity Incentive Plan. 26,125 shares subject to the option are fully vested and exercisable as of the date of this filing. The option vested as to 1/4th of the original number of shares 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 through the date of this filing. The unvested portion of the option will continue to vest as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date.

(8) Represents unvested restricted stock units remaining from a grant to the reporting person of 4,354 restricted stock units on September 28, 2011, pursuant to the Exelixis, Inc. 2011 Equity Incentive Plan. The remaining unvested restricted stock units will vest as to 1/4th of the original number of shares subject to the restricted stock units on each succeeding November 15th until fully vested.

(9) Each restricted stock unit is the economic equivalent of one share of Exelixis, Inc. common stock.

(10) Option granted to reporting person on September 21, 2012, pursuant to the Exelixis, Inc. 2011 Equity Incentive Plan. 10,500 shares subject to the option are fully vested and exercisable as of the date of this filing. The option vested as to 1/4th of the original number of shares 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 through the date of this filing. The unvested portion of the option will continue to vest as to 1/48th of the original number of shares subject to the option on each monthly anniversary of the grant date.

(11) Represents unvested restricted stock units remaining from a grant to the reporting person of 8,400 restricted stock units on September 21, 2012, pursuant to the Exelixis, Inc. 2011 Equity Incentive Plan. The remaining unvested restricted stock units will vest as to 1/4th of the original number of shares subject to the restricted stock units on each succeeding November 15th until fully vested.

(12) Option granted to reporting person on September 18, 2013, pursuant to the Exelixis, Inc. 2011 Equity Incentive Plan. The option will vest as to 1/4th of the original number of shares 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.

(13) Represents restricted stock units granted to the reporting person on September 18, 2013, pursuant to the Exelixis, Inc. 2011 Equity Incentive Plan. None of the restricted stock units have vested as of the date of this filing. The restricted stock units will vest as to 1/4th of the original number of shares subject to the restricted stock units on November 15, 2014, and thereafter as to 1/4th of the original number of shares subject to the restricted stock units on each succeeding November 15th until fully vested.

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.