MORRISSEY MICHAEL

Form 4

January 18, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MORRISSEY MICHAEL			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)	3. Date of	f Earliest Tr	ansaction	(Chec	ж ан аррисаок	.)	
C/O EXELI	5 1	(Month/E	•		X Director X Officer (give				
HARBOR B		01/10/2	019		below)	below)	` 1		
		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line)				
ALAMEDA					_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tabl	le I - Non-L	Derivative Securities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security	2. Transaction D (Month/Day/Yea			3. Transactio	4. Securities Acquired on(A) or Disposed of (D)	5. Amount of Securities	6. Ownership	7. Natur Indirect	

(Chij)	(State)	Tabl	e I - Non-L	Derivative S	Securi	ties Acqu	ured, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)				quired of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	01/16/2019		M	40,000	A	\$ 5.56	130,000 (1)	D	
Common Stock	01/16/2019		S(2)	39,600	D	\$ 23.28 (3)	90,400	D	
Common Stock	01/16/2019		S(2)	400	D	\$ 23.92 (4)	90,000	D	
Common Stock							193,998	I	By Trust
							17,400 <u>(6)</u>	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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Common Stock	\$ 5.56	01/16/2019		M	39,600	09/21/2013(7)	09/20/2019	Common Stock	39,60
Common Stock	\$ 5.56	01/16/2019		M	400	09/21/2013(7)	09/20/2019	Common Stock	400

Reporting Owners

Reporting Owner Name / Address	Relationships						
treporting 9 mater runner, runner	Director	10% Owner	Officer	Other			
MORRISSEY MICHAEL C/O EXELIXIS, INC. 1851 HARBOR BAY PARKWAY ALAMEDA, CA 94502	X		President and CEO				

Signatures

/s/ Jennifer Drimmer Rokovich, Attorney 01/18/2019 in Fact

> **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).
- Includes 90,000 shares of Exelixis, Inc. common stock that will be issued to the Reporting Person upon vesting of restricted stock units.

(2)

Reporting Owners 2

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The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 29, 2018.

- Represents the weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$22.90 to \$23.89.

 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.
- Represents the weighted average sales price. The shares were sold in multiple transactions at prices ranging from \$23.90 to \$23.93.

 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 4 to this Form 4.

 Shares held by Michael M. Morrissey and Meghan D. Morrissey, Trustees of the Morrissey Family Living Trust dated July 21, 1994, as
- (6) Represents shares of Exelixis, Inc. common stock under the Exelixis, Inc. 401(k) Plan, pursuant to a plan statement dated as of January 16, 2019.
- (7) The option, representing the right to purchase a total of 402,000 shares of Exelixis, Inc. common stock, became fully exercisable on September 21, 2016.

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.

(5)

amended.