

EXACT SCIENCES CORP
 Form 3
 October 26, 2009

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 Berger Barry M (Last) (First) (Middle) C/O EXACT SCIENCES,Â 505 S. ROSA ROAD, STE 123 (Street) MADISON,Â WIÂ 53719 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/14/2009	3. Issuer Name and Ticker or Trading Symbol EXACT SCIENCES CORP [EXAS]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Medical Officer	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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	16,358 ⁽¹⁾	I	By 401(k) plan
Common Stock	38,878	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option	Â (2)	02/11/2012	Common Stock	4,688	\$ 7.93	D	Â
Stock Option	Â (2)	02/12/2013	Common Stock	15,000	\$ 6.78	D	Â
Stock Option	Â (2)	02/11/2014	Common Stock	20,000	\$ 7.72	D	Â
Stock Option	Â (2)	12/23/2014	Common Stock	60,000	\$ 3.61	D	Â
Stock Option	Â (2)	02/17/2015	Common Stock	20,000	\$ 4.22	D	Â
Stock Option	Â (2)	02/16/2016	Common Stock	35,000	\$ 2.61	D	Â
Stock Option	Â (3)	02/15/2017	Common Stock	75,000	\$ 2.77	D	Â
Stock Option	Â (4)	09/04/2017	Common Stock	75,000	\$ 2.9	D	Â
Stock Option	Â (5)	02/21/2018	Common Stock	90,000	\$ 1.83	D	Â
Stock Option	Â (6)	04/27/2019	Common Stock	250,000	\$ 1.43	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Berger Barry M C/O EXACT SCIENCES 505 S. ROSA ROAD, STE 123 MADISON, WI 53719	Â	Â	Â Chief Medical Officer	Â

Signatures

June Fontana, Power of Attorney
10/26/2009

**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 shares of common stock owned through the Issuer's 401(k) plan based on a plan statement dated as of September 30, 2009

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- (2) These options are fully vested.
- (3) This option was granted on February 15, 2007 and vests in equal monthly installments over the three years following the date of grant.
- (4) This option was granted on September 4, 2007 and vests in equal monthly installments over the three years following the date of grant.
- (5) This option was granted on February 21, 2008 and vests in equal monthly installments over the four years following the date of grant.
- (6) This option vests in four equal installments beginning on April 27, 2010

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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