

EXACT SCIENCES CORP

Form 4

January 04, 2012

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LIDGARD GRAHAM PETER

(Last) (First) (Middle)

**C/O EXACT SCIENCES
CORP., 441 CHARMANY DRIVE**

(Street)

MADISON, WI 53719

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

EXACT SCIENCES CORP [EXAS]

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

04/15/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Sr. VP, Chief Science Officer

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 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 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)
Common Stock	04/15/2011		F	V Amount (A) or (D) Price 2,265 D \$ 7.76	104,900 ⁽¹⁾	D	
Common Stock	08/17/2011		G	V 3,200 D \$ 0	102,622 ⁽²⁾	D	
Common Stock	10/26/2011		F	4,598 D \$ 7.93	98,024	D	
Common Stock	12/31/2011		M	16,667 ⁽³⁾ A \$ 0	115,238 ⁽⁴⁾	D	
Common Stock	12/31/2011		F	4,575 D \$ 8.12	110,663	D	

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Common Stock	5,169	I	Held in 401(K) Account
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Restricted Stock Units	(5)	12/31/2011(6)		A		50,000		(6)	(6)	Common Stock	50,000
Restricted Stock Units	(5)	12/31/2011(6)		M		16,667		(6)	(6)	Common Stock	16,667

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LIDGARD GRAHAM PETER C/O EXACT SCIENCES CORP. 441 CHARMANY DRIVE MADISON, WI 53719	Sr. VP, Chief Science Officer

Signatures

/s/ Graham Lidgard by Mark Busch,
attorney-in-fact

01/04/2012

**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 1348 shares acquired under the Exact Sciences Corporation Employee Stock Purchase Plan on November 1, 2010.

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- (2) Includes 922 shares acquired under the Exact Sciences Corporation Employee Stock Purchase Plan on May 2, 2011.
- (3) Represents shares of common stock received upon vesting of a restricted stock unit award.
- (4) Includes 547 shares acquired under the Exact Sciences Corporation Employee Stock Purchase Plan on October 31, 2011.
- (5) Each restricted stock unit represents a contingent right to receive one share of common stock.

Represents a restricted stock unit award granted on February 17, 2011 and earned on December 31, 2011 based on the satisfaction of

- (6) certain performance-based vesting requirements. The restricted stock units vest in three equal annual installments beginning on December 31, 2011.

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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