

EXACT SCIENCES CORP  
Form 4  
October 20, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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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 \*  
Conroy Kevin T

(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)

10/16/2014

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)

President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/16/2014		M <sup>(1)</sup>		133,333	A	\$ 0.83
							278,896
Common Stock	10/16/2014		S <sup>(1)</sup>		133,333	D	\$ 22.8418
							145,563
Common Stock	10/17/2014		M <sup>(1)</sup>		133,333	A	\$ 0.83
							278,896
Common Stock	10/17/2014		S <sup>(1)</sup>		133,333	D	\$ 23.6823
							145,563
	10/20/2014		M <sup>(1)</sup>		133,334	A	\$ 0.83
							278,897

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Common Stock								
Common Stock	10/20/2014		S <sup>(1)</sup>	133,334	D	\$ 23.9323 <u>(4)</u>	145,563	D
Common Stock	10/20/2014		M	135,000	A	\$ 0.83	280,563	D
Common Stock							18,531	I
								Held in 401(K) Account

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(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 Number Shares
Stock Option (right to buy)	\$ 0.83	10/16/2014		M <sup>(1)</sup>	133,333	03/18/2013	03/18/2019	Common Stock	2,500,000
Stock Option (right to buy)	\$ 0.83	10/17/2014		M <sup>(1)</sup>	133,333	03/18/2013	03/18/2019	Common Stock	2,366,667
Stock Option (right to buy)	\$ 0.83	10/20/2014		M <sup>(1)</sup>	133,334	03/18/2013	03/18/2019	Common Stock	2,233,333
Stock Option (right to buy)	\$ 0.83	10/20/2014		M	135,000	03/18/2013	03/18/2019	Common Stock	2,100,000

