

EXACT SCIENCES CORP
Form 4
July 21, 2009

FORM 4

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

OMB APPROVAL

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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 *
LUBER JEFFREY R

(Last) (First) (Middle)

100 CAMPUS DRIVE, C/O EXACT SCIENCES CORP

(Street)

MARLBOROUGH, MA 01752

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

EXACT SCIENCES CORP [EXAS]

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

03/31/2009

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
|-----------------------------|------------------------------|------------------|------------|---|-----------|------------------|-----------------|---------|----------------------------|
| | | | | Code | V (A) (D) | | | | |
| Stock Option (right to buy) | \$ 2.9 | 03/31/2009 | D | 250,000 | (1) | 09/04/2017 | Common Stock | 250,000 | |
| Stock Option (right to buy) | \$ 2.77 | 03/31/2009 | D | 75,000 | (3) | 02/15/2017 | Common Stock | 75,000 | |
| Stock Option (right to buy) | \$ 3.07 | 03/31/2009 | D | 30,000 | (4) | 04/11/2016 | Common Stock | 30,000 | |
| Common Stock (right to buy) | \$ 2.81 | 03/31/2009 | D | 55,000 | (5) | 02/16/2016 | Common Stock | 55,000 | |
| Stock Option (right to buy) | \$ 4.22 | 03/31/2009 | D | 20,000 | (5) | 02/17/2015 | Common Stock | 20,000 | |
| Stock Option (right to buy) | \$ 3.61 | 03/31/2009 | D | 60,000 | (5) | 12/23/2014 | Common Stock | 60,000 | |
| Stock Option (right to buy) | \$ 7.72 | 03/31/2009 | D | 80,000 | (5) | 02/11/2014 | Common Stock | 80,000 | |
| Stock Option (right to buy) | \$ 14.33 | 03/31/2009 | D | 50,000 | (5) | 11/18/2012 | Common Stock | 50,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LUBER JEFFREY R 100 CAMPUS DRIVE | X | | President and CEO | |

C/O EXACT SCIENCES CORP
MARLBOROUGH, MA 01752

Signatures

Jeffrey Luber

07/06/2009

__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) The option becomes exercisable in equal monthly installments over a three year period beginning October 4, 2007, with 2.7778% of the option becoming exercisable on each subsequent one month anniversary thereafter until fully exercisable.
- (2) The option was canceled by mutual agreement of the reporting person and EXACT Sciences Corporation. The reporting person received an aggregate of \$39,100 as consideration for the cancellation of the options listed on this Form 4.
- (3) The option becomes exercisable in equal monthly installments over a three year period beginning March 15, 2007, with 2.7778% of the option becoming exercisable on the first day of each subsequent one month period thereafter until fully exercisable.
- (4) The option becomes exercisable in equal monthly installments over a three year period beginning May 11, 2006, with 2.7778% of the option becoming exercisable on the first day of each subsequent one month period thereafter until fully exercisable.
- (5) The option is currently exercisable.

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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