#### **EXACT SCIENCES CORP**

Form 4 May 19, 2008

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* LUBER JEFFREY R

2. Issuer Name and Ticker or Trading Symbol

EXACT SCIENCES CORP [EXAS]

5. Relationship of Reporting Person(s) to

Issuer

C/O EXACT SCIENCES

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 05/15/2008

\_X\_\_ Director 10% Owner

(Check all applicable)

X\_ Officer (give title below)

Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

President and CEO

CORPORATION, 100 CAMPUS **DRIVE** 

(Street)

(State)

(First)

(City)

1. Title of

Security

(Instr. 3)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Ι

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

MARLBOROUGH, MA 01752

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

Reported (A)

Transaction(s) (Instr. 3 and 4)

9,053 (1)

Code V Amount (D) Price

or

By 401(k) Plan

Stock

Common

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

(Month/Day/Year)

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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)

### Edgar Filing: EXACT SCIENCES CORP - Form 4

	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<b>:</b>		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
LUBER JEFFREY R							
C/O EXACT SCIENCES CORPORATION	X	President					
100 CAMPUS DRIVE			and CEO				
MARLBOROUGH, MA 01752							

### **Signatures**

By: /s/ Charles R. Carelli, Jr.
Attorney-in-fact
05/19/2008

\*\*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).
- Represents a Company match of 764 units in the EXACT Sciences Fund under the Company's qualified 401(k) retirement saving plan for (1) the plan year ended December 31, 2007, valued as of May 15, 2008; 544 units as previously reported on a Form 4 filed by the reporting person on May 16, 2007; and 700 units as previously reported on a Form 4 filed by the reporting person on July 27, 2006.

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.

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