

EXACT SCIENCES CORP  
Form 4  
January 04, 2012

**FORM 4**

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

OMB APPROVAL

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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

(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  
 Officer (give title below)  Other (specify below)

**Sr. VP, Chief Science Officer**

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

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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**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)
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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