

EXACT SCIENCES CORP
 Form 3
 October 26, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Berger Barry M | | (Month/Day/Year) | EXACT SCIENCES CORP [EXAS] | |
| (Last) | (First) | 10/14/2009 | | |
| C/O EXACT SCIENCES,Â 505 | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| S. ROSA ROAD, STE 123 | | | | |
| (Street) | | (Check all applicable) | | |
| MADISON,Â WIÂ 53719 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Medical Officer | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 16,358 ⁽¹⁾ | I | By 401(k) plan |
| Common Stock | 38,878 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Stock Option | Â (2) | 02/11/2012 | Common Stock | 4,688 | \$ 7.93 | D | Â |
| Stock Option | Â (2) | 02/12/2013 | Common Stock | 15,000 | \$ 6.78 | D | Â |
| Stock Option | Â (2) | 02/11/2014 | Common Stock | 20,000 | \$ 7.72 | D | Â |
| Stock Option | Â (2) | 12/23/2014 | Common Stock | 60,000 | \$ 3.61 | D | Â |
| Stock Option | Â (2) | 02/17/2015 | Common Stock | 20,000 | \$ 4.22 | D | Â |
| Stock Option | Â (2) | 02/16/2016 | Common Stock | 35,000 | \$ 2.61 | D | Â |
| Stock Option | Â (3) | 02/15/2017 | Common Stock | 75,000 | \$ 2.77 | D | Â |
| Stock Option | Â (4) | 09/04/2017 | Common Stock | 75,000 | \$ 2.9 | D | Â |
| Stock Option | Â (5) | 02/21/2018 | Common Stock | 90,000 | \$ 1.83 | D | Â |
| Stock Option | Â (6) | 04/27/2019 | Common Stock | 250,000 | \$ 1.43 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Berger Barry M C/O EXACT SCIENCES 505 S. ROSA ROAD, STE 123 MADISON, WI 53719 | Â | Â | Â Chief Medical Officer | Â |

Signatures

June Fontana, Power of Attorney
10/26/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Represents shares of common stock owned through the Issuer's 401(k) plan based on a plan statement dated as of September 30, 2009

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- (2) These options are fully vested.
- (3) This option was granted on February 15, 2007 and vests in equal monthly installments over the three years following the date of grant.
- (4) This option was granted on September 4, 2007 and vests in equal monthly installments over the three years following the date of grant.
- (5) This option was granted on February 21, 2008 and vests in equal monthly installments over the four years following the date of grant.
- (6) This option vests in four equal installments beginning on April 27, 2010

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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