

EXACT SCIENCES CORP

Form 3

July 26, 2007

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

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**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

\*  
^ Nikka David  
(Last) (First) (Middle)2. Date of Event  
Requiring Statement  
(Month/Day/Year)

07/18/2007

3. Issuer Name and Ticker or Trading Symbol

EXACT SCIENCES CORP [EXAS]

4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner

\_\_X\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

Chief Operating Officer

6. Individual or Joint/Group

Filing(Check Applicable Line)

\_\_X\_\_ Form filed by One Reporting  
Person\_\_\_\_ Form filed by More than One  
Reporting PersonC/O EXACT SCIENCES  
CORPORATION,^ 100 CAMPUS  
DRIVE

(Street)

MARLBOROUGH,^ MA^ 01752

(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

4,020

D

^

Common Stock

5,580 <sup>(1)</sup>

I

By 401(k) Plan

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

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****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 Security4. Conversion  
or Exercise5. Ownership  
Form of6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â <u>(2)</u>	02/15/2017	Common Stock, \$.01 par value per share	75,000	\$ 2.77	D	Â
Stock Option (right to buy)	Â <u>(3)</u>	02/16/2016	Common Stock, \$.01 par value per share	75,000	\$ 2.61	D	Â
Stock Option (right to buy)	Â <u>(4)</u>	02/17/2015	Common Stock, \$.01 par value per share	20,000	\$ 4.22	D	Â
Stock Option (right to buy)	Â <u>(5)</u>	12/23/2014	Common Stock, \$.01 par value per share	60,000	\$ 3.61	D	Â
Stock Option (right to buy)	Â <u>(6)</u>	02/11/2014	Common Stock, \$.01 par value per share	30,000	\$ 7.72	D	Â
Stock Option (right to buy)	Â <u>(6)</u>	02/12/2013	Common Stock, \$.01 par value per share	40,000	\$ 6.78	D	Â
Stock Option (right to buy)	Â <u>(6)</u>	02/11/2012	Common Stock, \$.01 par value per share	28,000	\$ 7.93	D	Â
Stock Option (right to buy)	Â <u>(6)</u>	06/18/2011	Common Stock, \$.01 par value per share	100,000	\$ 11.32	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nikka David C/O EXACT SCIENCES CORPORATION 100 CAMPUS DRIVE MARLBOROUGH, MA 01752	Â	Â	Â Chief Operating Officer	Â

## Signatures

/s/ David Nikka 07/26/2006

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).
- Represents a Company match of 544 units in the EXACT Sciences Fund under the Company's qualified 401(k) retirement saving plan for the plan year ended December 31, 2006, valued as of May 15, 2007, and 700 units in the EXACT Sciences Fund under the Company's qualified 401(k) retirement saving plan for the plan year ended December 31, 2005, valued as of July 27, 2006.
- (1) 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.
  - (2) Option becomes exercisable in equal monthly installments over a three year period beginning March 16, 2006, with 2.7778% of the option becoming exercisable on the first day of each subsequent one month period thereafter until fully exercisable.
  - (3) Option is subject to a four year vesting schedule, with 25% of the option becoming exercisable on February 17, 2006, and 2.083% of the option becoming exercisable each month thereafter for the next 36 months.
  - (4) Option becomes exercisable in equal monthly installments over a three year period beginning January 23, 2005, with 2.7778% of the option becoming exercisable on the first day of each subsequent one month period thereafter until fully exercisable.
  - (5) Option is currently exercisable.
  - (6)

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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