

EXACT SCIENCES CORP
 Form 3
 July 26, 2007

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated 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) C/O EXACT SCIENCES CORPORATION, ^ 100 CAMPUS DRIVE (Street) MARLBOROUGH, ^ MA ^ 01752 (City) (State) (Zip)	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 Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Operating Officer	5. If Amendment, Date Original Filed(Month/Day/Year)	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
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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 ⁽¹⁾	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)

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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	4. Conversion or Exercise	5. Ownership Form of	6. 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	Å	Å	Å Chief Operating Officer	Å

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).
- (1) 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.
 - (2) 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.
 - (3) 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.
 - (4) 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.
 - (5) 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.
 - (6) 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. 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.