Singer Michael E Form 3 December 02, 2008

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

response...

January 31, 2005

0.5

Estimated average burden hours per

Form filed by More than One

Reporting Person

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person 2. Date of Event 3. Issuer Name and Ticker or Trading Symbol Requiring Statement EXACT SCIENCES CORP [EXAS] Singer Michael E (Month/Day/Year) 11/23/2008 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O EXACT SCIENCES (Check all applicable) CORPORATION, Â 100 CAMPUS DRIVE _X_ Director 10% Owner (Street) Officer Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

MARLBOROUGH, MAÂ 01752

Common Stock

(City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Beneficially Owned Ownership (Instr. 4) Ownership (Instr. 5) (Instr. 4) Form: Direct (D) or Indirect (I) (Instr. 5) Â Common Stock 86,939 D Common Stock 38,254 Ι By Spouse's IRA (1) By Ellen and Michael Singer Common Stock 265,000 Ι Revocable Trust (1) By Scott R. Singer Irrevocable I Common Stock 11,500

9,000

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

SEC 1473 (7-02)

Ι

Trust (1)

Trust (1)

By Abigail K. Singer Irrevocable

Persons who respond to the collection of information contained in this form are not

Edgar Filing: Singer Michael E - Form 3

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 Exerc Expiration D (Month/Day/Year)		3. Title and Securities U	Inderlying	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	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)		

Reporting Owners

Reporting Owner Name / Address		Relationships				
	Director	10% Owner	Officer	Other		
Singer Michael E C/O EXACT SCIENCES CORPORATION	λV	Â	â	â		
100 CAMPUS DRIVE MARLBOROUGH, MA 01752	АЛ	A	A	A		

Signatures

By: /s/ Charles R. Carelli, Jr., Attorney-in-Fact

**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).

The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any, and (1) this report shall not be deemed an admission that the reporting person is the beneficial owner of all of the reported shares for purposes of Section 16 or any other purpose.

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.

Reporting Owners 2