Edgar Filing: Sterling Lionel - Form 4

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Form 4	ICI										
August 19, 2	010										
FORM 4 LINITED STATES SECURITIES AND EXCHANCE COMMISSI							OMB APPROVAL				
UNITED STATES SECURITIES AND EXCHA Washington, D.C. 20549					NGE C	OMMISSION	OMB Number:	3235-0287			
Check the if no long								Expires:	January 31,		
subject to Section 1		GES IN BENEFICIAL OWNERSH SECURITIES				Estimated a burden hour					
Form 4 o Form 5		~ .				response 0.5					
obligation		suant to Section									
may cont	inue. Section 17(e Investment				1935 or Section	1			
See Instru 1(b).	uction	50(11) 01 11	e mvestment	compu			0				
(Print or Type I	Responses)										
1. Name and Address of Reporting Person *2. IssuerSterling LionelSymbol							5. Relationship of Reporting Person(s) to Issuer				
	ACT SCIENC	CES COI	RP [E	EXAS]	(Check all applicable)						
(Last)	ate of Earliest Tr	of Earliest Transaction (Check all applicable)									
			nth/Day/Year)				_X_Director10% Owner				
C/O EXACT SCIENCES 08/17/20 CORP., 441 CHARMANY DRIVE			7/2010	010 -				Officer (give titleOther (specifybelow)below)			
CORP., 441					_						
				ndment, Date Original			6. Individual or Joint/Group Filing(Check Applicable Line)				
		riieu	(Month/Day/Year	()			_X_Form filed by O	ne Reporting Per	rson		
MADISON	, WI 53719						Form filed by M Person	ore than One Rej	porting		
(City)	(State)	(Zip)	Table I - Non-I	Derivative	Secur	rities Acqu	uired, Disposed of,	or Beneficial	y Owned		
1.Title of	2. Transaction Date	A. Deemed	3.	-			5. Amount of	6.7. NOwnershipIndiForm: DirectBen(D) orOwnership	7. Nature of Indirect		
Security (Instr. 3)	(Month/Day/Year)	Execution Date any					Securities Beneficially Owned				
		(Month/Day/Ye	ear) (Instr. 8)						Ownership		
							Following Reported	Indirect (I) (Instr. 4)	(Instr. 4)		
					(A) or		Transaction(s)	. ,			
			Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common Stock	08/17/2010		Р	2,000	А	\$ 4.2749	61,780	D			

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

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 Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Sterling Lionel C/O EXACT SCIENCES CORP. 441 CHARMANY DRIVE MADISON, WI 53719	Х							
Signatures								
/s/ Lionel Sterling by Mark R. Bus Attorney-in-Fact	sch,		08/19/2010					
<u>**</u> Signature of Reporting Pers	son			Date				
Evalenction of Dec.								

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).

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.