ARORA MANEESH Form 4/A

August 20, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

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5. Relationship of Reporting Person(s) to

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

ARORA MANEESH			Symbol EXACT SCIENCES CORP [EXAS]					Issuer (Check all applicable)			
	(First) (I T SCIENCES I CHARMANY I	(N 08	Date of Earlie Month/Day/Yea 8/20/2010		etion			_X_ Director _X_ Officer (give below)	10%	Owner or (specify	
MADISON	(Street)	Fi	. If Amendmen iled(Month/Day/ 8/20/2010		iginal			6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M Person	one Reporting Per	rson	
(City)	(State)	(Zip)	Table I - N	on-Deriva	ative Se	curi	ities Acqu	ired, Disposed of	, or Beneficiall	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 08/20/2010	2A. Deemed Execution Dany (Month/Day/	Pate, if Trans Code	(Inst	(a. 3, 4 a. (a. (a. (a. (a. (a. (a. (a. (a. (a.	osed and 5 A) or D)	of (D) Price \$	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Stock Common Stock				7-			4.1384	2,723	I	Held in 401(K) Account	

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

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

1. Title of	2.	3. Transaction Date		4. T	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					.,						
									Amount		
						Date	Evaluation		or		
							Expiration	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationsnips						
	Director	10% Owner	Officer	Other			
ARORA MANEESH							
C/O EXACT SCIENCES CORP.	X		Senior VP and CFO				
441 CHARMANY DRIVE	Λ	A Sellor VP and CFO					
MADISON, WI 53719							

Signatures

/s/ Maneesh Arora by Mark Busch, attorney-in-fact 08/20/2010

**Signature of Reporting Person Date

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).
- (1) Includes 4,705 shares purchased in ESPP.

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