

EXACT SCIENCES CORP

Form 4

January 04, 2012

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LIDGARD GRAHAM PETER**

(Last) (First) (Middle)

**C/O EXACT SCIENCES  
CORP., 441 CHARMANY DRIVE**

(Street)

MADISON, WI 53719

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

EXACT SCIENCES CORP [EXAS]

3. Date of Earliest Transaction  
(Month/Day/Year)

04/15/2011

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Sr. VP, Chief Science Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 04/15/2011                              |                                                             | F                                    | V Amount (D) Price<br>2,265 D \$ 7.76                               | 104,900 <sup>(1)</sup>                                                                                             | D                                                                    |                                         |
| Common<br>Stock                       | 08/17/2011                              |                                                             | G                                    | V 3,200 D \$ 0                                                      | 102,622 <sup>(2)</sup>                                                                                             | D                                                                    |                                         |
| Common<br>Stock                       | 10/26/2011                              |                                                             | F                                    | 4,598 D \$ 7.93                                                     | 98,024                                                                                                             | D                                                                    |                                         |
| Common<br>Stock                       | 12/31/2011                              |                                                             | M                                    | 16,667 <sup>(3)</sup> A \$ 0                                        | 115,238 <sup>(4)</sup>                                                                                             | D                                                                    |                                         |
| Common<br>Stock                       | 12/31/2011                              |                                                             | F                                    | 4,575 D \$ 8.12                                                     | 110,663                                                                                                            | D                                                                    |                                         |

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|                 |       |   |                              |
|-----------------|-------|---|------------------------------|
| Common<br>Stock | 5,169 | I | Held in<br>401(K)<br>Account |
|-----------------|-------|---|------------------------------|

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.**

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(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                    |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                      | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Share |
| Restricted<br>Stock<br>Units                        | (5)                                                                   | 12/31/2011(6)                           |                                                             | A                                       |                                                                                                        | 50,000                                                         |     | (6)                                                                 | (6)                | Common<br>Stock | 50,000                             |
| Restricted<br>Stock<br>Units                        | (5)                                                                   | 12/31/2011(6)                           |                                                             | M                                       |                                                                                                        | 16,667                                                         |     | (6)                                                                 | (6)                | Common<br>Stock | 16,667                             |

## Reporting Owners

| Reporting Owner Name / Address                                                              | Relationships                    |
|---------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                             | Director 10% Owner Officer Other |
| LIDGARD GRAHAM PETER<br>C/O EXACT SCIENCES CORP.<br>441 CHARMANY DRIVE<br>MADISON, WI 53719 | Sr. VP, Chief Science Officer    |

## Signatures

/s/ Graham Lidgard by Mark Busch,  
attorney-in-fact

01/04/2012

\*\*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 1348 shares acquired under the Exact Sciences Corporation Employee Stock Purchase Plan on November 1, 2010.

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- (2) Includes 922 shares acquired under the Exact Sciences Corporation Employee Stock Purchase Plan on May 2, 2011.
- (3) Represents shares of common stock received upon vesting of a restricted stock unit award.
- (4) Includes 547 shares acquired under the Exact Sciences Corporation Employee Stock Purchase Plan on October 31, 2011.
- (5) Each restricted stock unit represents a contingent right to receive one share of common stock.

Represents a restricted stock unit award granted on February 17, 2011 and earned on December 31, 2011 based on the satisfaction of

- (6) certain performance-based vesting requirements. The restricted stock units vest in three equal annual installments beginning on December 31, 2011.

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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