

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[] 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
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * ARORA MANEESH <small>(Last) (First) (Middle)</small> C/O EXACT SCIENCES CORP., 441 CHARMANY DRIVE <small>(Street)</small> MADISON, WI 53719 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol EXACT SCIENCES CORP [EXAS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) COO
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">12/31/2013</p>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/31/2013		M		16667 <small>(1)</small>	A	\$0	63352	D	
Common Stock	1/2/2014		S		6188 <small>(2)</small>	D	\$11.96	57164	D	
Common Stock	12/31/2013		M		6567 <small>(1)</small>	D	\$0	63731	D	
Common Stock	1/2/2014		S		2439 <small>(2)</small>	D	\$11.96	61292	D	
Common Stock								8891	I	Held in 401(K) Account

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(3)	12/31/2013 <small>(4)</small>		M		16667		(4)	(4)	Common Stock	16667	\$0	0	D	
Restricted Stock Units	(3)	12/31/2013 <small>(5)</small>		A		19700		(5)	(5)	Common Stock	19700	\$0	19700	D	
Restricted Stock Units	(3)	12/31/2013 <small>(5)</small>		M		6567		(5)	(5)	Common Stock	6567	\$0	13133	D	

Explanation of Responses:

(1) Represents shares of common stock received upon vesting of a restricted stock unit award.

- (2) Represents shares sold pursuant to a Sell-to-Cover Rule 10b5-1 Plan to pay withholding taxes due in connection with the vesting of certain shares of restricted stock on December 31, 2013.
- (3) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (4) Represents a restricted stock unit award granted on February 17, 2011 and earned on December 31, 2011 based on the satisfaction of certain performance-based vesting requirements. The restricted stock units vest in three equal annual installments beginning on December 31, 2011.
- (5) Represents a restricted stock unit award granted on February 22, 2013 and earned on December 31, 2013 based on the satisfaction of certain performance-based vesting requirements. The restricted stock units vest in three equal annual installments beginning on December 31, 2013.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARORA MANEESH C/O EXACT SCIENCES CORP. 441 CHARMANY DRIVE MADISON, WI 53719	X		COO	

Signatures

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

1/3/2014

** Signature of Reporting Person

Date

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

* 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.

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.