

FORM 4

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

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

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

**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 * LIDGARD GRAHAM PETER <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] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">10/16/2014</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Science Officer 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> X 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	10/16/2014		M (1)		50000	A	\$2.88	167783	D	
Common Stock	10/16/2014		S (1)		50000	D	\$22.8418 (2)	117783	D	
Common Stock	10/17/2014		M (1)		50000	A	\$2.88	167783	D	
Common Stock	10/17/2014		S (1)		50000	D	\$23.6823 (3)	117783	D	
Common Stock	10/20/2014		M (1)		50000	A	\$2.88	167783	D	
Common Stock	10/20/2014		S (1)		50000	D	\$23.9323 (4)	117783	D	
Common Stock	10/20/2014		M		75000	A	\$2.88	192783	D	
Common Stock								11395	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$2.88	10/16/2014		M (1)		50000	8/3/2013	8/3/2019	Common Stock	600000	\$0	550000	D	
Stock Option (right to buy)	\$2.88	10/17/2014		M (1)		50000	8/3/2013	8/3/2019	Common Stock	550000	\$0	500000	D	
Stock Option (right to buy)	\$2.88	10/20/2014		M (1)		50000	8/3/2013	8/3/2019	Common Stock	500000	\$0	450000	D	
Stock Option (right to buy)		10/20/2014							Common					

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						
to buy)	\$2.88			M			75000	8/3/2013	8/3/2019	Stock	450000	\$0	375000	D			

Explanation of Responses:

- (1) The exercise of these options and the subsequent sale of common stock reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted September 8, 2014. The sales of shares pursuant to this 10b5-1 trading plan and disclosed on this Form 4 reflect the execution of all shares subject to the 10b5-1 trading plan. As a result, the 10b5-1 trading plan has been terminated effective as of the filing of this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.65 to \$23.11, inclusive. The reporting person undertakes to provide Exact Sciences Corporation, any security holder of Exact Sciences Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2) to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.50 to \$24.02, inclusive. The reporting person undertakes to provide Exact Sciences Corporation, any security holder of Exact Sciences Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3) to this Form 4.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.72 to \$24.05, inclusive. The reporting person undertakes to provide Exact Sciences Corporation, any security holder of Exact Sciences Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (4) to this Form 4.

Reporting Owners

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

Signatures

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

10/20/2014

** 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.