

# 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

<b>1. Name and Address of Reporting Person *</b>  <b>CRAWFORD SALLY</b> <small>(Last) (First) (Middle)</small>  <b>C/O EXACT SCIENCES CORP., 441 CHARMANY DRIVE</b> <small>(Street)</small>  <b>MADISON, WI 53719</b> <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>EXACT SCIENCES CORP [ EXAS ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>10/16/2014</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> _____ Officer (give title below) <span style="float:right">_____ Other (specify below)</span>
<b>4. If Amendment, Date Original Filed</b> (MM/DD/YYYY)		<b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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)	5000	A	\$2.24	217341	D	
Common Stock	10/16/2014		M	(1)	15000	A	\$2.09	232341	D	
Common Stock	10/16/2014		M	(1)	7768	A	\$3.00	240109	D	
Common Stock	10/16/2014		S	(1)	27768	D	\$22.8418 (2)	212341	D	
Common Stock	10/17/2014		M	(1)	7232	A	\$3.00	219573	D	
Common Stock	10/17/2014		M	(1)	15000	A	\$0.71	234573	D	
Common Stock	10/17/2014		M	(1)	5536	A	\$3.43	240109	D	
Common Stock	10/17/2014		S	(1)	27768	D	\$23.6823 (3)	212341	D	
Common Stock	10/20/2014		M	(1)	2131	A	\$3.43	214472	D	
Common Stock	10/20/2014		M	(1)	15772	A	\$8.52	230244	D	
Common Stock	10/20/2014		M	(1)	5257	A	\$8.52	235501	D	
Common Stock	10/20/2014		M	(1)	4608	A	\$10.18	240109	D	
Common Stock	10/20/2014		S	(1)	27768	D	\$23.9323 (4)	212341	D	

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

1. Title of Derivative 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)				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				
Stock Option (right to buy)	\$2.24	10/16/2014		M			5000	7/22/2006	7/22/2015	Common Stock	15000	\$0	0	D	
Stock Option (right to buy)	\$2.09	10/16/2014		M			15000	7/21/2007	7/21/2016	Common Stock	15000	\$0	0	D	
Stock Option (right to buy)	\$3.00	10/16/2014		M			7768	8/10/2008	8/10/2017	Common Stock	15000	\$0	7232	D	
Stock Option (right to buy)	\$3.00	10/17/2014		M			7232	8/10/2008	8/10/2017	Common Stock	7232	\$0	0	D	
Stock Option (right to buy)	\$0.71	10/17/2014		M			15000	7/18/2009	7/18/2018	Common Stock	15000	\$0	0	D	
Stock Option (right to buy)	\$3.43	10/17/2014		M			5536	7/16/2011	7/16/2020	Common Stock	7667	\$0	2131	D	
Stock Option (right to buy)	\$3.43	10/20/2014		M			2131	7/16/2011	7/16/2020	Common Stock	2131	\$0	0	D	
Stock Option (right to buy)	\$8.52	10/20/2014		M			15772	7/28/2014	7/28/2021	Common Stock	15772	\$0	0	D	
Stock Option (right to buy)	\$8.52	10/20/2014		M			5257	7/28/2012	7/28/2021	Common Stock	5257	\$0	0	D	
Stock Option (right to buy)	\$10.18	10/20/2014		M			4608	7/26/2013	7/26/2022	Common Stock	4608	\$0	0	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
<b>CRAWFORD SALLY C/O EXACT SCIENCES CORP.  441 CHARMANY DRIVE MADISON, WI 53719</b>	<b>X</b>			

**Signatures**

/s/ Sally Crawford by Mark R. Busch, attorney-in-fact

10/20/2014

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.