

# FORM 4

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

OMB APPROVAL  
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## 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><br><br><b>Conroy Kevin T</b><br><br>(Last) (First) (Middle)<br><br><b>C/O EXACT SCIENCES<br/>CORP., 441 CHARMANY DRIVE</b><br><br>(Street)<br><br><b>MADISON, WI 53719</b><br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>EXACT SCIENCES CORP [ EXAS ]</b><br><br><b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>12/31/2013</b></p> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span><br><input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span><br><p align="center"><b>President and CEO</b></p> |
| <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>  |   | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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                    | 12/31/2013     |                                   | M                         |   | 37767<br>(1)  | A          | \$0     | 129619  | D  |   |
| Common Stock                    | 1/2/2014       |                                   | S                         |   | 17108<br>(2)  | D          | \$11.96 | 112511  | D  |   |
| Common Stock                    | 12/31/2013     |                                   | M                         |   | 20467<br>(1)  | A          | \$0     | 132978  | D  |   |
| Common Stock                    | 1/2/2014       |                                   | S                         |   | 9271<br>(2)   | D          | \$11.96 | 123707  | D  |   |
| Common Stock                    |                |                                   |                           |   |   |            |         | 16662   | I  | <b>Held in 401(K) Account</b>                         |

**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<br>(4) |                                   | M                         |   | 37767  |     | (4)                                     | (4)             | Common Stock  | 37767                      | \$0  | 0   | D  |  |
| Restricted Stock Units                   | (3)  | 12/31/2013<br>(5) |                                   | A                         |   | 61400  |     | (5)                                     | (5)             | Common Stock  | 61400                      | \$0  | 61400   | D  |  |
| Restricted Stock Units                   | (3)  | 12/31/2013<br>(5) |                                   | M                         |   | 20467  |     | (5)                                     | (5)             | Common Stock  | 20467                      | \$0  | 40933   | 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 |
| <b>Conroy Kevin T</b><br><b>C/O EXACT SCIENCES CORP.</b><br><br><b>441 CHARMANY DRIVE</b><br><b>MADISON, WI 53719</b> | X             |           | <b>President and CEO</b> |       |

**Signatures**

/s/ Kevin Conroy 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.

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