

# EXACT SCIENCES CORP

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 8/13/2007 For Period Ending 8/10/2007

Address	100 CAMPUS DRIVE MARLBOROUGH, Massachusetts 01752
Telephone	508-683-1200
CIK	0001124140
Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	12/31

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# 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**

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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,  
Section 17(a) of the Public  
Utility Holding Company Act of 1935 or Section 30(f) of the  
Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>KANIA EDWIN M JR</b> <small>(Last) (First) (Middle)</small>  <b>C/O EXACT SCIENCES CORP., 100 CAMPUS DRIVE</b> <small>(Street)</small>  <b>MARLBOROUGH, MA 01752</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>8/10/2007</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span>
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <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 (1)	8/10/2007		A		10000	A \$3.00	96820	D	
Common Stock							1202787	I	See Footnote (2)

**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				
Stock Option (right to buy)	\$3.00	8/10/2007		A		15000	(3)	8/10/2007	Common Stock	15000	\$0	15000	D	

**Explanation of Responses:**

- (1) These shares were issued under the Company's 2000 Stock Option and Incentive Plan in accordance with the Company's non-employee director compensation policy for annual services as a member of the Board of Directors. The price of these shares is based upon the closing price of the Company's common stock on August 10, 2007.
- (2) Consists of 726,999 shares beneficially owned by OneLiberty Fund III, L.P, of which OneLiberty Partners III, L.P. is the general partner. Also includes 465,096 shares beneficially owned by OneLiberty Fund IV, L.P., of which OneLiberty Partners IV, LLC is the general partner, and 10,692 shares beneficially owned by OneLiberty Advisors Fund IV, L.P., of which OneLiberty Partners IV, L.L.C. is the general partner. Mr. Kania is a general partner of OneLiberty Partners III, L.P. and OneLiberty Partners IV, L.L.C. Mr. Kania may be deemed to share voting and investment power with respect to such shares and disclaims any beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (3) Stock option vests monthly from date of grant over twelve (12) months in equal installments of 8.33%.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>KANIA EDWIN M JR C/O EXACT SCIENCES CORP.  100 CAMPUS DRIVE MARLBOROUGH, MA 01752</b>	<b>X</b>			

**Signatures****By: /s/ Jeffrey R. Luber, Attorney-in-fact****8/13/2007**

\*\* 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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