

FORM 3

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

OMB APPROVAL
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INITIAL STATEMENT OF 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(h) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person * Nikka David	2. Date of Event Requiring Statement (MM/DD/YYYY) 7/18/2007	3. Issuer Name and Ticker or Trading Symbol EXACT SCIENCES CORP [EXAS]
(Last) (First) (Middle) C/O EXACT SCIENCES CORPORATION, 100 CAMPUS DRIVE	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Operating Officer /	
(Street) MARLBOROUGH, MA 01752 (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4020	D	
Common Stock	5580 (1)	I	By 401(k) Plan

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	(2)	2/15/2017	Common Stock, \$.01 par value per share	75000	\$2.77	D	
Stock Option (right to buy)	(3)	2/16/2016	Common Stock, \$.01 par value per share	75000	\$2.61	D	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	(4)	2/17/2015	Common Stock, \$.01 par value per share	20000	\$4.22	D	
Stock Option (right to buy)	(5)	12/23/2014	Common Stock, \$.01 par value per share	60000	\$3.61	D	
Stock Option (right to buy)	(6)	2/11/2014	Common Stock, \$.01 par value per share	30000	\$7.72	D	
Stock Option (right to buy)	(6)	2/12/2013	Common Stock, \$.01 par value per share	40000	\$6.78	D	
Stock Option (right to buy)	(6)	2/11/2012	Common Stock, \$.01 par value per share	28000	\$7.93	D	
Stock Option (right to buy)	(6)	6/18/2011	Common Stock, \$.01 par value per share	100000	\$11.32	D	

Explanation of Responses:

- (1) Represents a Company match of 544 units in the EXACT Sciences Fund under the Company's qualified 401(k) retirement saving plan for the plan year ended December 31, 2006, valued as of May 15, 2007, and 700 units in the EXACT Sciences Fund under the Company's qualified 401(k) retirement saving plan for the plan year ended December 31, 2005, valued as of July 27, 2006.
- (2) Option becomes exercisable in equal monthly installments over a three year period beginning March 15, 2007, with 2.7778% of the option becoming exercisable on the first day of each subsequent one month period thereafter until fully exercisable.
- (3) Option becomes exercisable in equal monthly installments over a three year period beginning March 16, 2006, with 2.7778% of the option becoming exercisable on the first day of each subsequent one month period thereafter until fully exercisable.
- (4) Option is subject to a four year vesting schedule, with 25% of the option becoming exercisable on February 17, 2006, and 2.083% of the option becoming exercisable each month thereafter for the next 36 months.
- (5) Option becomes exercisable in equal monthly installments over a three year period beginning January 23, 2005, with 2.7778% of the option becoming exercisable on the first day of each subsequent one month period thereafter until fully exercisable.
- (6) Option is currently exercisable.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nikka David C/O EXACT SCIENCES CORPORATION			Chief Operating Officer	

100 CAMPUS DRIVE
MARLBOROUGH, MA 01752

Signatures

/s/ David Nikka

7/26/2006

** 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 5(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.

EXHIBIT 24

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the person whose signature appears below hereby revokes all powers of attorney relating to the following matters and constitutes and appoints Jeffrey R. Lubber and Charles R. Carelli, Jr., and any one of them acting singly, the true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, in any and all capacities (until revoked in writing) to sign any and all instruments, certificates and documents required to be executed on behalf of the undersigned as an individual or on behalf of the undersigned's holding company, as the case may be, pursuant to sections 13 and 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or the By-laws of the National Association of Securities Dealers, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary fully to all intents and purposes as the undersigned might or could do in person thereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed July 26, 2007.

Signature: /s/ David Nikka

Name: David Nikka
