

# 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 *  <b>Carelli Charles R Jr</b>	2. Date of Event Requiring Statement (MM/DD/YYYY) <b>1/4/2005</b>	3. Issuer Name <b>and</b> Ticker or Trading Symbol  <b>EXACT SCIENCES CORP [EXAS]</b>
(Last) (First) (Middle)  <b>C/O EXACT SCIENCES CORPORATION, 100 CAMPUS DRIVE</b>	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) <b>Prin. Acct. Off. &amp; Corp. Ctr. /</b>	
(Street)  <b>MARLBORO, MA 01752</b>  (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)  <b>11/12/2004</b>	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)
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### 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			
<b>Stock Option (right to buy)</b>	<b>(1)</b>	<b>11/9/2014</b>	<b>Common Stock, \$.01 par value per share</b>	<b>20000</b>	<b>\$3.28</b>	<b>D</b>	

#### Explanation of Responses:

(1) Option is subject to a four year vesting schedule, with 25% of the option becoming exercisable November 9, 2005, and 2.083% of the option becoming exercisable on the first day of each subsequent one month period thereafter until fully exercisable.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

<b>Carelli Charles R Jr</b> <b>C/O EXACT SCIENCES CORPORATION</b>  <b>100 CAMPUS DRIVE</b> <b>MARLBORO, MA 01752</b>			<b>Prin. Acct. Off. &amp; Corp. Ctlr.</b>	
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**Signatures**

/s/ Charles R. Carelli, Jr.

1/4/2005

\*\* 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.