

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
Expires: November 30, 2011
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,
Section 17(a) of the Public
Utility Holding Company Act of 1935 or Section 30(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
LIDGARD GRAHAM PETER			EXACT SCIENCES CORP [EXAS]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Sr. VP, Chief Science Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
			4/15/2011					
C/O EXACT SCIENCES CORP., 441 CHARMANY DRIVE			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
MADISON, WI 53719								
(City)	(State)	(Zip)						

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	4/15/2011		F		2265	D	\$7.76	104900 (1)	D	
Common Stock	8/17/2011		G	V	3200	D	\$ 0	102622 (2)	D	
Common Stock	10/26/2011		F		4598	D	\$7.93	98024	D	
Common Stock	12/31/2011		M		16667 (3)	A	\$ 0	115238 (4)	D	
Common Stock	12/31/2011		F		4575	D	\$8.12	110663	D	
Common Stock								5169	I	Held in 401(K) Account

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	(5)	12/31/2011 (6)		A		50000		(6)	(6)	Common Stock	50000	\$ 0	50000	D	
Restricted Stock Units	(5)	12/31/2011 (6)		M		16667		(6)	(6)	Common Stock	16667	\$ 0	33333	D	

Explanation of Responses:

(1) Includes 1348 shares acquired under the Exact Sciences Corporation Employee Stock Purchase Plan on November 1, 2010.

- (2) Includes 922 shares acquired under the Exact Sciences Corporation Employee Stock Purchase Plan on May 2, 2011.
- (3) Represents shares of common stock received upon vesting of a restricted stock unit award.
- (4) Includes 547 shares acquired under the Exact Sciences Corporation Employee Stock Purchase Plan on October 31, 2011.
- (5) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (6) 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIDGARD GRAHAM PETER C/O EXACT SCIENCES CORP. 441 CHARMANY DRIVE MADISON, WI 53719			Sr. VP, Chief Science Officer	

Signatures

/s/ Graham Lidgard by Mark Busch, attorney-in-fact

1/4/2012

** 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.

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.