EXACT SCIENCES CORP

Form 4

Common

Stock

December 28, 2015

December 20	5, 2013										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB APPROVAL				
Washington, D.C. 20549								Number:	3235-0287		
Check the if no long	rer		HANGEG E			NT 4 T			Expires:	January 31, 2005	
subject to	subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								Estimated a		
Section 1 Form 4 o		SECURITIES							burden hou	rs per 0.5	
Form 5 obligation	Filed purs		` '				_	e Act of 1934,	response	0.5	
may cont	inue. Section 17(a			_	_			1935 or Section	1		
See Instru 1(b).	action	30(h) of the	he Investme	nt Con	npany	Act	of 194	.0			
(Print or Type F	Responses)										
Conroy Kevin T Symb				suer Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
			Symbol EXACT SCIENCES CORP [EXAS]					(Check all applicable)			
(Last)	(First) (M	fiddle) 3. D	3. Date of Earliest Transaction				(Cneci	к ан аррисавіе	;)		
	E COLENGEO		Month/Day/Year)					X Director 10% Owner X Officer (give title Other (specify			
	Г SCIENCES CHARMANY D		23/2015					below)	below) dent and CEO	i (specify	
	(Street)		f Amendment,		iginal			6. Individual or Jo	int/Group Filin	g(Check	
		File	d(Month/Day/Y	ear)				Applicable Line) _X_ Form filed by C	one Reporting Pe	rson	
MADISON,	, WI 53719							Form filed by M Person			
(City)	(State)	(Zip)	Table I - Nor	ı-Deriva	tive Se	curit	ies Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of	2. Transaction Date		1					5. Amount of 6. Ownership 7. Nat Securities Form: Direct Indirect			
Security (Instr. 3)	(Month/Day/Year)	Execution Da	Code	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				Beneficially	(D) or Benefi Indirect (I) Owner	Beneficial	
		(Month/Day/Y	Year) (Instr. 3					Owned Following		Ownership (Instr. 4)	
						(A)		Reported	((======================================	
						or		Transaction(s) (Instr. 3 and 4)			
Common			Code			(D)	Price \$				
Stock	12/23/2015		M	81,	000	A	0.83	338,335	D		
Common									_	Held in	
Stock								19,064	I	401(K)	
										Account	
										Held in Grantor	
Common								· · · · · ·	_	51uiitoi	

65,189

I

Retained

Annuity Trust

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 0.83	12/23/2015		M		81,000	03/18/2013	03/18/2019	Common Stock	1,965,00

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Conroy Kevin T C/O EXACT SCIENCES CORP. 441 CHARMANY DRIVE MADISON, WI 53719	X		President and CEO				

Signatures

/s/ Kevin T. Conroy by Mark R. Busch, attorney-in-fact 12/28/2015

**Signature of Reporting Person Date

Explanation of Responses:

- * 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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