#### Edgar Filing: EXACT SCIENCES CORP - Form 4

EXACT SCI	ENCES COR	Р									
Form 4											
July 27, 2006	5										
FORM	ΙΔ								PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check this box								Expires:	January 31,		
if no long subject to		EMENT O	F CHAN	GES IN I	BENEFI	CIAL OV	<b>VNERSHIP OF</b>	Estimated average			
Section 16. SECURITIES							burden hours per				
Form 4 or						response 0.5					
Form 5	• • • • • • • • • • • • • • • • • • • •	-					ge Act of 1934,				
obligatior may conti				•	<b>.</b>	• •	of 1935 or Sectio	n			
<i>See</i> Instru 1(b).		30(h)	of the Inv	vestment	Company	Act of 19	940				
(Print or Type R	Responses)										
LUBER JEFFREY R Sy			2. Issuer Name <b>and</b> Ticker or Trading Symbol EXACT SCIENCES CORP [EXAS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
										(Last)	(First)
			(Month/Day/Year)				Director		6 Owner		
			07/27/20	7/27/2006			-	XOfficer (give title Other (specify below) below)			
CAMPUS D	DRIVE						· · · · · · · · · · · · · · · · · · ·	Freas, Gen Cou	ins, Sec		
			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check Applicable Line)					
			Filed(Month/Day/Year)								
MARIBOR	OUGH, MA (	01752					_X_ Form filed by Form filed by M	One Reporting Po More than One Re			
in includion		01702					Person				
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecurities A	cquired, Disposed o	f, or Beneficia	lly Owned		
1.Title of		Date 2A. Dee		3.	4. Securit		5. Amount of	6. Ownership			
Security (Instr. 3)	(Month/Day/Y	ear) Executio	on Date, if	Transactio Code	onAcquired Disposed		Securities Beneficially	Form: Direct (D) or	Indirect Beneficial		
(Insu. 5)		any (Month/	Day/Year)	(Instr. 8)	-		Owned	Indirect (I)	Ownership		
		<b>x</b>		(	(		Following	(Instr. 4)	(Instr. 4)		
						(A)	Reported				
						or	Transaction(s) (Instr. 3 and 4)				
				Code V	Amount	(D) Price					
Common Stock							3,172 (1)	I	By 401(k) Plan		

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

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.

 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying rities (1, 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LUBER JEFFREY R C/O EXACT SCIENCES CORP 100 CAMPUS DRIVE MARLBOROUGH, MA 01752			VP, CFO, Treas, Gen Couns, Sec				

## Signatures

/s/ Jeffrey R. 07/27/2006 Luber

<u>\*\*</u>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).
- (1) Represents a Company match of 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.

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.