

Singer Michael E
Form 3
December 02, 2008

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

(Print or Type Responses)

<p>1. Name and Address of Reporting Person * ^ Singer Michael E (Last) (First) (Middle)</p> <p>C/O EXACT SCIENCES CORPORATION, ^ 100 CAMPUS DRIVE (Street)</p> <p>MARLBOROUGH, ^ MA ^ 01752 (City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement (Month/Day/Year) 11/23/2008</p>	<p>3. Issuer Name and Ticker or Trading Symbol EXACT SCIENCES CORP [EXAS]</p> <p>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>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</p>
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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	86,939	D	^
Common Stock	38,254	I	By Spouse's IRA ⁽¹⁾
Common Stock	265,000	I	By Ellen and Michael Singer Revocable Trust ⁽¹⁾
Common Stock	11,500	I	By Scott R. Singer Irrevocable Trust ⁽¹⁾
Common Stock	9,000	I	By Abigail K. Singer Irrevocable Trust ⁽¹⁾

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

SEC 1473 (7-02)

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required to respond unless the form displays a
currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	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	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Singer Michael E
C/O EXACT SCIENCES CORPORATION
100 CAMPUS DRIVE
MARLBOROUGH, MA 01752

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Signatures

By: /s/ Charles R. Carelli, Jr.,
Attorney-in-Fact

12/02/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any, and
(1) this report shall not be deemed an admission that the reporting person is the beneficial owner of all of the reported shares for purposes of
Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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