Edgar Filing: EXACT SCIENCES CORP - Form 4

EXACT SCIE	NCES CORP							
Form 4	012							
February 25, 2					OMB A	PPROVAL		
FORM	4 UNITED S		ITIES AND EXCHANGE hington, D.C. 20549	COMMISSION	OMB Number:	3235-0287		
Check this if no longer subject to Section 16. Form 4 or Form 5	STATEM	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						
obligations may contin <i>See</i> Instruct 1(b).	ue. Section 17(a)	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 Re	sponses)							
	dress of Reporting P RAHAM PETEI	R Symbol	Name and Ticker or Trading SCIENCES CORP [EXAS	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (M		Earliest Transaction) (Checl	k all applicabl	e)		
C/O EXACT		(Month/Da 02/22/20	ay/Year)	Director X Officer (give below) Sr. VP, Ch		6 Owner er (specify fficer		
	(Street)		ndment, Date Original th/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
MADISON, V	WI 53719			Form filed by M Person	lore than One R	eporting		
(City)	(State) (Z	Zip) Table	e I - Non-Derivative Securities A	cquired, Disposed of	, or Beneficia	lly Owned		
	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price	Securities Beneficially (Owned B Following (Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock					D			
Common Stock				7,807	I	Held in 401(K) Account		

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

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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. Transactio 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Stock Option (right to buy)	\$ 10.82	02/22/2013		А	39,500	02/22/2014(1)	02/22/2023	Common Stock	39,5
Restricted Stock Units	(2)	02/22/2013		А	28,900	(3)	<u>(3)</u>	Common Stock	28,9

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					
Graham Lidgard by Mark Busch, attorney-in-fact		()2/25/2013		
<u>**</u> Signature of Reporting Person			Date		

**Signature of Reporting Person

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) These options vest and become exercisable in four equal annual installments beginning on the first anniversary of the grant date.
- (2) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (3) These restricted stock units vest in four equal annual installments beginning on the first anniversary of the grant date.

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.