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EXACT SCIENCES CORP Form 4 March 25, 2003

FC	PRM 4		UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549					
// Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. SEE Instruction 1(b). (Print or Type Responses)			STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Filed pursuant to Section 16(a) of the Securities Exchange Act of Section 17(a) of the Public Utility Holding Company Act of 1939 Section 30(h) of the Investment Company Act of 1940					
1.	Name and Add	ress of Repor	ting Person*	2. Issuer Name AND Ticker or Trading Symbol 6.				
	Zenner	Patrick	J.	EXACT Sciences Corporation (EXAS) -				
		iences Corpor	(Middle)	3. I.R.S. Identification 4. Statement for Number of Reporting Month/Day/Year Person, if an entity				
		(Street)		5. If Amendment, 7. Date of Original (Month/Day/Year)				
	Maynard	MA 	01754					
	(City)	(State)	(Zip)	TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, I				
1.	Title of 2 Security (Instr. 3)	action Date (Month/ Day/	Execution Date, if any	Trans- 4. Securities Acquired (A) 5. Amount action or Disposed of (D) Securit Code (Instr. 3, 4 and 5) Benefic (Instr. 8) Owned Fing Rep				
				(A) or (Instruction of Code V Amount (D) Price and 4)				

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sion or	3. Trans- 3A. action Date	Deemed 4	4. Transac- tion Code	ative
			Code V	(A)
\$9.83(2)	3/21/03		(A)	10,000
8. Price of Derivative Security (Instr. 5)	Owned Following Reported	Form Deriv Secum Direc India (Inst	of vative rities: ct (D) or rect (I)	. Nature of Indirect Beneficia Ownership (Instr. 4
-	(e.g., PUTS, 2. Conversion or Exercise Price of Derivative Security \$9.83(2)	(e.g., PUTS, CALLS, WARRANTS, 2. Conver— 3. Trans— 3A. sion or action Exercise Date Price of (Month/Deriv— Day/ative Year) Security \$9.83(2) 3/21/03 \$9.83(2) 3/21/03 \$9.83(2) 3/21/03 \$9.83(2) Beneficially Owned Following Reported Transaction((e.g., PUTS, CALLS, WARRANTS, OPTIONS, (2. Conver— 3. Trans— 3A. Deemed sion or action Execution Exercise Date Date, Price of (Month/ if any Deriv— Day/ (Month/ ative Year) Day/ Security Year) \$9.83(2) 3/21/03 8. Price of 9. Number of 10. Owner Derivative Derivative Form Security Securities Derivative Security Securities Derivative Tolowing India Reported (Instance)	sion or action Execution tion Code Exercise Date Date, (Instr. 8 Price of (Month/ if any Deriv- Day/ (Month/ ative Year) Day/ Year) Code V \$9.83(2) 3/21/03 (A) 8. Price of 9. Number of 10. Ownership 11 Derivative Derivative Form of Security Securities Derivative (Instr. 5) Beneficially Securities: Owned Direct (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s)

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	Number of Shares			
Common stock	10,000	\$9.83(2)	10,000	(D)

Explanation of Responses:

Title

Amount or

- (1) Granted pursuant to Issuer's 2000 Stock Option and Incentive Plan, which complies with Rule 1
- (2) \$9.83 the fair market value of the Common Stock of the Issuer on the date of grant.
- (3) Exercisable over a 3-year period beginning on March 21, 2003 with 33.33% exercisable after one year and in equal monthly installments thereafter.

*** 03/24/03
----**Signature of Reporting Person Date

*** By: /s/ Stephen A. Read Stephen A. Read Attorney-in-Fact(a)

(a) Pursuant to a Power of Attorney on file with the Commission, which Power of Attorney is incorporated herein by reference.

rower of Accorney is incorporated herein by reference.

* If the form is filed by more than one reporting person, SEE Instruction $4\,\mbox{(b)}\,\mbox{(v)}\,.$

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

** 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.