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EXACT SCIENCES CORP
 Form 4
 March 25, 2003

 FORM 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 1934
 Section 17(a) of the Public Utility Holding Company Act of 1935
 Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name AND Ticker or Trading Symbol	6. R
Zenner	Patrick	J.	EXACT Sciences Corporation (EXAS)	X
(Last)	(First)	(Middle)		--
c/o EXACT Sciences Corporation 63 Great Road			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year 03/21/03
(Street)				5. If Amendment, Date of Original (Month/Day/Year)
Maynard	MA	01754		7. <u>X</u>

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DI

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Security Benefici Owned Fo ing Repo Transact (Instr. and 4)
				(A) or (D)	Price
				Code V	Amount

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TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL
(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (Instr. 7)
Stock option grant (1)	\$9.83 (2)	3/21/03		Code V (A)	10,000 (A)
7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	

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Title Amount or
 Number of
 Shares

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

Explanation of Responses:

- (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.

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

* 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.