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EXACT SCIENCES CORP Form 3 March 25, 2003

			D TO THE COLLECTION OF CURRENTLY VALID OMB CONT			
 FORM 3		UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549				
		INITIAL	STATEMENT OF BENEFICIAL	OWN	ERSHIP OF SECURITIES	
	S Responses)	ECTION 17(a) SECTIO	SECTION 16(a) OF THE SECTION 16(a) OF THE PUBLIC UTILITY HOW 30(h) OF THE INVESTMENT	OLDI NT C	NG COMPANY ACT OF 1935 OMPANY ACT OF 1940	
1. Name and Addr	ress of Reporting P	erson*	 Date of Event Requiring Statement (Month/Day/Year) 		Issuer Name AND Ticke	
Zenner	Patrick	J.			EXACT Sciences Corpor	
(Last)	(First)	(Middle)	03/21/03	5.	Relationship of Repor to Issuer (Check all	
63 Great Road	nces Corporation		 I.R.S. Identifi- cation Number of Reporting Person, 		Director 1 Officer (give	
	(Street)		if an entity (voluntary)		title below)	
Maynard	MA	01754				
	(State)					
		TAB	LE I NON-DERIVATIVE S	 SECU	 RITIES BENEFICIALLY OW	
1. Title of Secu (Instr. 4)			2. Amount of Securit: Beneficially Owned (Instr. 4)		3. Ownership Form: Direct (D) or Indire (I) (Instr.	

Edgar Filing: EXACT SCIENCES CORP - Form 3 TABLE II - DERIVATIVE SECURITIES BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARF SECURITIES) 1. Title of Derivative Security 2. Date Exer- 3. Title and Amount of Securities 4. Conver-(Instr. 4) cisable and Underlying Derivative Security sion or Expiration (Instr. 4) Exercise Date Price of (Month/Day/ Deri-Year) vative ----- Security Amount Expir-Date or Exer- ation Title Number cisable Date of Shares

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

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Explanation of Responses:

*** 3/24/03 ------**Signature of Reporting Person Date

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

- *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).

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

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the person whose signature appears below hereby revokes all powers of attorney previously given and constitutes and appoints Don M. Hardison, John A. McCarthy, Jr. and Stephen Read, and any one of them acting singly, the true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, in any and all capacities (until revoked in writing) to sign any and all instruments, certificates and documents required to be executed on behalf of the undersigned as an individual or on behalf of the undersigned's holding company, as the case may be, pursuant to sections 13 and 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any and all regulations promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the By-laws of the National Association of Securities Dealers, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary fully to all intents and purposes as the undersigned might or could do in person thereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 23rd day of March 2003.

/s/ PATRICK J. ZENNER

Patrick J. Zenner