ELINGBURG WESLEY R

Form 4 January 04, 2005

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

STATEMENT OF CHANGES IN 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ELINGBURG WESLEY R

2. Issuer Name and Ticker or Trading

Symbol

LABORATORY CORP OF

AMERICA HOLDINGS [LH]

(Last) (First) (Middle)

430 SOUTH SPRING STREET

3. Date of Earliest Transaction

(Month/Day/Year) 12/30/2004

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

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0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner _X__ Officer (give title Other (specify

EVP & Chief Financial Officer 6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

BURLINGTON, NC 27215

(City)	(State)	(Zip) Tak	ole I - Non-	-Derivativ	e Sec	urities Acqu	ired, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) etionor Disposed of (D) (Instr. 3, 4 and 5)			Beneficially Form: Owned Following Direct (D	Ownership	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	(III3ti. +)
Common Stock (1)	12/30/2004		M	4,375	A	\$ 33.0625	103,608.2792 (2)	D	
Common Stock (1)	12/30/2004		M	6,666	A	\$ 39.34	110,274.2792 (2)	D	
Common Stock (1)	12/30/2004		S	338	D	\$ 50.03	109,936.2792 (2)	D	
Common Stock (1)	12/30/2004		S	1,815	D	\$ 50.02	108,121.2792 (2)	D	
Common Stock (1)	12/30/2004		S	31	D	\$ 50.01	108,090.2792 (2)	D	
	12/30/2004		S	8,857	D	\$ 50		D	

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Common 99,233.2792 Stock (1) (2)

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

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SEC 1474

(9-02)

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 proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Secu
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of Sh
Non-qualified Stock Options (1) (3)	\$ 33.0625	12/30/2004		M	4,375	02/05/2002(4)	02/05/2011	Common Stock	4
Non-qualified Stock Options (1) (5)	\$ 39.34	12/30/2004		M	6,666	01/07/2003(4)	01/07/2012	Common Stock	6

Reporting Owners

Reporting Owner Name / Address				•
	Director	10% Owner	Officer	Other

ELINGBURG WESLEY R 430 SOUTH SPRING STREET BURLINGTON, NC 27215

EVP & Chief Financial Officer

Relationships

Signatures

By: /s/ BRADFORD T. SMITH, Attorney-in-Fact for Wesley R.
Elingburg

**Signature of Reporting Person Date

Reporting Owners 2

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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) Pursuant to a plan in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934.
- (2) Amount shown reflects a 2-for-1 stock split effective on May 10, 2002.
- (3) Common stock purchase option granted under the Laboratory Corporation of America Holdings 1999 Amended and Restated Stock Incentive Plan.
- (4) The option vests in three equal installments beginning on the date reflected in this column.
- (5) Common stock purchase option granted under the Laboratory Corporation of America Holdings 2000 Stock Incentive Plan.

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.