

MAC MAHON THOMAS P  
Form 4  
March 05, 2008

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MAC MAHON THOMAS P

2. Issuer Name and Ticker or Trading Symbol  
LABORATORY CORP OF AMERICA HOLDINGS [LH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
430 SOUTH SPRING STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/03/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)

BURLINGTON, NC 27215

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or 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) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	03/03/2008		A		21 <sup>(1)</sup>	\$ 79.29	100,507 <sup>(2)</sup> D
Common Stock	03/03/2008		F <sup>(3)</sup>		6,227	\$ 77.31	94,280 <sup>(2)</sup> D
Common Stock	03/03/2008		M <sup>(4)</sup>		144,733	\$ 39.34	239,013 <sup>(2)</sup> D
Common Stock	03/03/2008		S <sup>(4)</sup>		400	\$ 77.42	238,613 <sup>(2)</sup> D
Common Stock	03/03/2008		S <sup>(4)</sup>		400	\$ 77.41	238,213 <sup>(2)</sup> D

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Common Stock	03/03/2008	<u>S(4)</u>	600	D	\$ 77.4	237,613 <u>(2)</u>	D
Common Stock	03/03/2008	<u>S(4)</u>	600	D	\$ 77.38	236,813 <u>(2)</u>	D
Common Stock	03/03/2008	<u>S(4)</u>	1,199	D	\$ 77.37	235,614 <u>(2)</u>	D
Common Stock	03/03/2008	<u>S(4)</u>	600	D	\$ 77.36	235,014 <u>(2)</u>	D
Common Stock	03/03/2008	<u>S(4)</u>	2,801	D	\$ 77.35	232,213 <u>(2)</u>	D
Common Stock	03/03/2008	<u>S(4)</u>	800	D	\$ 77.34	231,413 <u>(2)</u>	D
Common Stock	03/03/2008	<u>S(4)</u>	500	D	\$ 77.33	230,913 <u>(2)</u>	D
Common Stock	03/03/2008	<u>S(4)</u>	100	D	\$ 77.32	230,813 <u>(2)</u>	D
Common Stock	03/03/2008	<u>S(4)</u>	300	D	\$ 77.3	230,513 <u>(2)</u>	D
Common Stock	03/03/2008	<u>S(4)</u>	1,600	D	\$ 77.29	228,913 <u>(2)</u>	D
Common Stock	03/03/2008	<u>S(4)</u>	400	D	\$ 77.28	228,513 <u>(2)</u>	D
Common Stock	03/03/2008	<u>S(4)</u>	1,369	D	\$ 77.27	227,144 <u>(2)</u>	D
Common Stock	03/03/2008	<u>S(4)</u>	200	D	\$ 77.39	237,413 <u>(2)</u>	D
Common Stock	03/03/2008	<u>S(4)</u>	931	D	\$ 77.26	226,213 <u>(2)</u>	D
Common Stock	03/03/2008	<u>S(4)</u>	500	D	\$ 77.25	225,713 <u>(2)</u>	D
Common Stock	03/03/2008	<u>S(4)</u>	800	D	\$ 77.24	224,913 <u>(2)</u>	D
Common Stock	03/03/2008	<u>S(4)</u>	900	D	\$ 77.23	224,013 <u>(2)</u>	D
Common Stock	03/03/2008	<u>S(4)</u>	400	D	\$ 77.22	223,613 <u>(2)</u>	D
Common Stock	03/03/2008	<u>S(4)</u>	1,300	D	\$ 77.21	222,313 <u>(2)</u>	D
Common Stock	03/03/2008	<u>S(4)</u>	1,500	D	\$ 77.2	220,813 <u>(2)</u>	D
	03/03/2008	<u>S(4)</u>	1,700	D		219,113 <u>(2)</u>	D

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Common Stock					\$		
					77.19		
Common Stock	03/03/2008	S <sup>(4)</sup>	1,900	D	\$	217,213	(2) D
					77.18		
Common Stock	03/03/2008	S <sup>(4)</sup>	1,200	D	\$	216,013	(2) D
					77.17		
Common Stock	03/03/2008	S <sup>(4)</sup>	2,100	D	\$	213,913	(2) D
					77.16		
Common Stock	03/03/2008	S <sup>(4)</sup>	1,000	D	\$	212,913	(2) D
					77.15		

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-qualified Stock Options <sup>(5)</sup>	\$ 39.34	03/03/2008		M <sup>(4)</sup>	144,733	01/07/2003 <sup>(6)</sup>	01/07/2012	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAC MAHON THOMAS P 430 SOUTH SPRING STREET BURLINGTON, NC 27215	X			

## Signatures

By: /s/ BRADFORD T. SMITH, Attorney-in-Fact for Thomas P. Mac Mahon

03/05/2008

    \*\*Signature of Reporting Person Date

## 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) Stock award represents half the monthly Director retainer pursuant to the Laboratory Corporation of America Holdings 1995 Stock Plan for Non-Employee Directors.
- (2) Amount shown reflects a 2-for-1 stock split effective on May 10, 2002.
- (3) Stock withholding to satisfy tax and withholding obligations.
- (4) Pursuant to a plan in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934.
- (5) Common stock purchase option granted under the Laboratory Corporation of America Holdings 2000 Stock Incentive Plan.
- (6) The option vests in three equal annual installments beginning on the date reflected in this column.

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