

Miller Benjamin R
Form 4
November 03, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Miller Benjamin R

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)
231 MAPLE AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2006

____ Director
 Officer (give title below) _____ Other (specify below)
EVP, Sales

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 or Price | | |
| Common Stock | 11/01/2006 | | M | | 6,000 A \$ 24.46 | D | |
| Common Stock | 11/01/2006 | | M | | 2,000 A \$ 26.7031 | D | |
| Common Stock | 11/01/2006 | | M | | 6,000 A \$ 33.0625 | D | |
| Common Stock | 11/01/2006 | | S | | 10,600 D \$ 68.49 | D | |
| Common Stock | 11/01/2006 | | S | | 1,200 D \$ 68.48 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|-------------------------------|---|
| Common Stock | 11/01/2006 | S | 100 | D | \$ 68.45 | 14,006.6228 <u>(1) (2)</u> | D |
| Common Stock | 11/01/2006 | S | 300 | D | \$ 68.5 | 13,706.6228 <u>(1) (2)</u> | D |
| Common Stock | 11/01/2006 | S | 100 | D | \$ 68.52 | 13,606.6228 <u>(1) (2)</u> | D |
| Common Stock | 11/01/2006 | S | 500 | D | \$ 68.57 | 13,106.6228 <u>(1) (2)</u> | D |
| Common Stock | 11/01/2006 | S | 100 | D | \$ 68.6 | 13,006.6228 <u>(1) (2)</u> | D |
| Common Stock | 11/01/2006 | S | 1,100 | D | \$ 68.61 | 11,906.6228 <u>(1) (2)</u> | D |

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.

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(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 Amount of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-qualified Stock Options <u>(4)</u> | \$ 26.7031 <u>(3)</u> | 11/01/2006 | | M | 2,000 | 08/16/2001 ⁽⁵⁾ | 08/16/2010 | Common Stock | 2 |
| Non-qualified Stock Options <u>(6)</u> | \$ 33.0625 | 11/01/2006 | | M | 6,000 | 02/05/2002 ⁽⁵⁾ | 02/05/2011 | Common Stock | 6 |
| Non-qualified Stock Options <u>(4)</u> | \$ 24.46 | 11/01/2006 | | M | 6,000 | 02/19/2004 ⁽⁵⁾ | 02/19/2013 | Common Stock | 6 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| Miller Benjamin R 231 MAPLE AVENUE BURLINGTON, NC 27215 | | | EVP, Sales | |

Signatures

By: /s/ BRADFORD T. SMITH, Attorney-in-Fact for Benjamin Miller

11/03/2006

__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) Amount shown reflects a 2-for-1 stock split effective on May 10, 2002.
- (2) Amount includes 58,976 shares acquired on June 30, 2006 under the Laboratory Corporation of America Holdings 1997 Employee Stock Purchase Plan.
- (3) Actual exercise price was \$26.703125. The filing software truncates the price to only four decimal places.
- (4) Common stock purchase option granted under the Laboratory Corporation of America Holdings 2000 Stock Incentive Plan.
- (5) The option vests in three equal annual installments beginning on the date reflected in this column.
- (6) Common stock purchase option granted under the Laboratory Corporation of America Holdings 1999 Amended and Restated 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.