

LABORATORY CORP OF AMERICA HOLDINGS

Form 4

August 03, 2007

FORM 4

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

OMB APPROVAL

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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)
08/01/2007

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

BURLINGTON, NC 27215

(City) (State) (Zip)

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

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 | (A) or (D) | Price |
| Common Stock | 08/01/2007 | | A | | 21 ⁽¹⁾ | A | \$ 78.42 140,245 ⁽²⁾ |
| Common Stock | 08/01/2007 | | M ⁽³⁾ | | 200,000 | A | \$ 33.0625 340,245 ⁽²⁾ |
| Common Stock | 08/01/2007 | | S ⁽³⁾ | | 200 | D | \$ 73.98 340,045 ⁽²⁾ |
| Common Stock | 08/01/2007 | | S ⁽³⁾ | | 600 | D | \$ 73.97 339,445 ⁽²⁾ |
| Common Stock | 08/01/2007 | | S ⁽³⁾ | | 1,100 | D | \$ 73.96 338,345 ⁽²⁾ |

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| | | | | | | | |
|--------------|------------|------------------------|-------|---|----------|--------------------|---|
| Common Stock | 08/01/2007 | <u>S⁽³⁾</u> | 300 | D | \$ 73.95 | 338,045 <u>(2)</u> | D |
| Common Stock | 08/01/2007 | <u>S⁽³⁾</u> | 1,800 | D | \$ 73.94 | 336,245 <u>(2)</u> | D |
| Common Stock | 08/01/2007 | <u>S⁽³⁾</u> | 2 | D | \$ 73.86 | 336,243 <u>(2)</u> | D |
| Common Stock | 08/01/2007 | <u>S⁽³⁾</u> | 600 | D | \$ 73.43 | 335,643 <u>(2)</u> | D |
| Common Stock | 08/01/2007 | <u>S⁽³⁾</u> | 500 | D | \$ 73.41 | 335,143 <u>(2)</u> | D |
| Common Stock | 08/01/2007 | <u>S⁽³⁾</u> | 100 | D | \$ 73.36 | 335,043 <u>(2)</u> | D |
| Common Stock | 08/01/2007 | <u>S⁽³⁾</u> | 100 | D | \$ 73.35 | 334,943 <u>(2)</u> | D |
| Common Stock | 08/01/2007 | <u>S⁽³⁾</u> | 1,900 | D | \$ 73.3 | 333,043 <u>(2)</u> | D |
| Common Stock | 08/01/2007 | <u>S⁽³⁾</u> | 1,100 | D | \$ 73.27 | 331,943 <u>(2)</u> | D |
| Common Stock | 08/01/2007 | <u>S⁽³⁾</u> | 1,709 | D | \$ 73.25 | 330,234 <u>(2)</u> | D |
| Common Stock | 08/01/2007 | <u>S⁽³⁾</u> | 100 | D | \$ 73.24 | 330,134 <u>(2)</u> | D |
| Common Stock | 08/01/2007 | <u>S⁽³⁾</u> | 300 | D | \$ 73.17 | 329,834 <u>(2)</u> | D |
| Common Stock | 08/01/2007 | <u>S⁽³⁾</u> | 1,400 | D | \$ 73.12 | 328,434 <u>(2)</u> | D |
| Common Stock | 08/01/2007 | <u>S⁽³⁾</u> | 300 | D | \$ 73.11 | 328,134 <u>(2)</u> | D |
| Common Stock | 08/01/2007 | <u>S⁽³⁾</u> | 2,400 | D | \$ 73.09 | 325,734 <u>(2)</u> | D |
| Common Stock | 08/01/2007 | <u>S⁽³⁾</u> | 1,000 | D | \$ 73.02 | 324,734 <u>(2)</u> | D |
| Common Stock | 08/01/2007 | <u>S⁽³⁾</u> | 1,100 | D | \$ 73 | 323,634 <u>(2)</u> | D |
| Common Stock | 08/01/2007 | <u>S⁽³⁾</u> | 400 | D | \$ 72.99 | 323,234 <u>(2)</u> | D |
| Common Stock | 08/01/2007 | <u>S⁽³⁾</u> | 5,200 | D | \$ 72.97 | 318,034 <u>(2)</u> | D |
| Common Stock | 08/01/2007 | <u>S⁽³⁾</u> | 1,500 | D | \$ 72.96 | 316,534 <u>(2)</u> | D |
| | 08/01/2007 | <u>S⁽³⁾</u> | 1,500 | D | \$ 72.94 | 315,034 <u>(2)</u> | D |

Common
Stock

Common Stock 08/01/2007 S⁽³⁾ 1,700 D \$ 72.93 313,334 ⁽²⁾ D

Common Stock 08/01/2007 S⁽³⁾ 2,200 D \$ 72.92 311,134 ⁽²⁾ 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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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 ⁽⁴⁾ | \$ 33.0625 | 08/01/2007 | | M ⁽³⁾ | 200,000 | 02/05/2002 ⁽⁵⁾ 02/05/2011 | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MAC MAHON THOMAS P
430 SOUTH SPRING STREET X
BURLINGTON, NC 27215

Signatures

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

08/03/2007

 **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)

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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) Pursuant to a plan in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934.
- (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.

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.