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 | 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 1(b).
 (Print or Type Responses)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*

Elingburg, Wesley R.

 (Last) (First) (Middle)

c/o Laboratory Corporation of America
 430 South Spring Street

 (Street)

Burlington North Carolina 27215

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Laboratory Corporation of America Holdings ("LH")

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Year

March 2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Executive Vice President, Chief Financial

 Officer and Treasurer

7. 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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (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(1)	3/15/02	S		5,000	D	\$ 90.20			
Common Stock(1)	3/15/02	S		5,000	D	\$ 91.00			
Common Stock(1)	3/15/02	S		5,000	D	\$ 90.40			
Common Stock(1)	3/15/02	S		5,000	D	\$ 89.82			
Common Stock(1)	3/15/02	S		7,000	D	\$ 90.75			
Common Stock(1)	3/14/02	M		7,778	A	\$ 66.125			
Common Stock(1)	3/14/02	M		4,600	A	\$ 53.40625			
Common Stock(1)	3/14/02	S		6,178	D	\$ 90.00			

(1) Transactions indicated were pursuant to a plan in compliance with Rule 10b5-
1 under the Securities Exchange Act of 1934.

Table I--Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (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 at End of Month (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(1)	3/14/02	S		2,000	D	\$90.03			
Common Stock(1)	3/14/02	S		4,200	D	\$90.08	109,424.0924	D	

(1) Transactions indicated were pursuant to a plan in compliance with Rule 10b5-1 under the Securities Exchange Act of 1934.

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)	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 Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	(A)	(D)		Title	Amount or Number of Shares				
Employee Stock Option (1)(2)	\$66.125	3/14/02	M			7,778							
Employee Stock Option (2)(4)	\$53.40625	3/14/02	M			4,600							
		(3)		02/06/11	Common Stock	7,778					62,222	D	
		(5)		08/17/10	Common Stock	4,600					9,200	D	

Explanation of Responses:

(1) Common stock purchase option granted under the Laboratory Corporation of America Holdings 2000 Stock Incentive Plan.

(2) Transactions indicated were pursuant to a plan in compliance with Rule 10b5-1 under the Securities Exchange Act of 1934.

(3) Total option to purchase 70,000 shares vests in three approximately equal installments on February 5, 2002, February 5, 2003 and February 5, 2004.

(4) Common stock purchase option granted under the Laboratory Corporation of America Holdings 2000 Stock Incentive Plan.

(5) Total option to purchase 13,800 shares vests in three equal installments on

August 17, 2001, August 17, 2002 and August 17, 2003.

/s/ Bradford T. Smith

**Signature of Reporting Person
Bradford T. Smith, Attorney-in-Fact for

April 8, 2002

Date

Wesley R. Elingburg

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

* 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).

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