

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Hayes William B</u> (Last) (First) (Middle) <u>531 SOUTH SPRING STREET</u> (Street) <u>BURLINGTON NC 27215</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LABORATORY CORP OF AMERICA HOLDINGS [LH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer, EVP</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/09/2011</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/09/2011		F ⁽¹⁾		718	D	\$90.74	24,726 ⁽²⁾	D	
Common Stock	02/09/2011		A ⁽³⁾		5,300	A	\$0	30,026 ⁽²⁾	D	
Common Stock	02/10/2011		S ⁽³⁾		1,448	D	\$88.13	28,578 ⁽²⁾	D	
Common Stock	02/10/2011		M ⁽³⁾		30,367	A	\$60.04	58,945 ⁽²⁾	D	
Common Stock	02/10/2011		F ⁽¹⁾		887	D	\$87.73	58,058 ⁽²⁾	D	
Common Stock	02/10/2011		S ⁽³⁾		27,467	D	\$88.09 ⁽⁴⁾	30,591 ⁽²⁾	D	
Common Stock	02/10/2011		S ⁽³⁾		2,900	D	\$89.05 ⁽⁵⁾	27,691 ⁽²⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-qualified Stock Options ⁽⁶⁾	\$90.74	02/09/2011		A		56,400		02/09/2012 ⁽⁷⁾	02/09/2021	Common Stock	56,400	\$0	56,400	D	
Non-qualified Stock Options ⁽⁸⁾	\$60.04	02/10/2011		M ⁽³⁾		30,367		02/10/2010 ⁽⁹⁾	02/10/2019	Common Stock	30,367	\$0	30,367	D	

Explanation of Responses:

- Stock withholding to satisfy tax and withholding obligations.
- Amount shown reflects a 2-for-1 stock split effective on May 10, 2002.
- Pursuant to a plan in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934.
- The price of \$88.09 per share represents a weighted average of sales prices ranging from \$87.704 to \$88.695 per share. The reporting person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
- The price of \$89.05 per share represents a weighted average of sales prices ranging from \$88.74 to \$89.68 per share. The reporting person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.
- Employee stock option (right to buy) granted pursuant to the Laboratory Corporation of America Holdings 2008 Stock Incentive Plan.
- The option vests in three equal annual installments beginning on the date reflected in this column.
- Common stock purchase option granted under the Laboratory Corporation of America Holdings 2008 Stock Incentive Plan.
- The option vests in three equal annual installments beginning on the date reflected in this column. 30,367 remain subject to future vesting.

/s/ F. Samuel Eberts III,
Attorney-in-Fact for William B. Hayes
02/11/2011

** Signature of Reporting Person Date

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.

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 Number.