

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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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>03/26/2012</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> 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	03/26/2012		M <sup>(1)</sup>		2,750	A	\$70.15	26,828	D	
Common Stock	03/26/2012		S <sup>(1)</sup>		2,750	D	\$90	24,078	D	
Common Stock	03/26/2012		A		23,878 <sup>(2)</sup>	A	\$0	47,956	D	
Common Stock	03/26/2012		F <sup>(3)</sup>		10,137	D	\$91.9	37,819	D	
Common Stock	03/27/2012		S <sup>(1)</sup>		13,741	D	\$91.6663 <sup>(4)</sup>	24,078	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						Amount or Number of Shares
Non-qualified Stock Options <sup>(5)</sup>	\$70.15	03/26/2012		M			2,750	02/09/2011 <sup>(6)</sup>	02/09/2020	Common Stock	2,750	\$0	22,234	D	

**Explanation of Responses:**

- Pursuant to a plan in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934.
- Shares granted on March 26, 2012, pursuant to a performance award granted on February 10, 2009, relating to performance during the three year period ended December 31, 2011.
- Stock withholding to satisfy tax and withholding obligations.
- The price of \$91.6663 per share represents a weighted average of sales prices ranging from \$91.34 to \$92.08 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.
- 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.

/s/ F. Samuel Eberts III,  
Attorney-in-Fact for William B. Hayes      03/28/2012

\*\* 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.