

| OMB APPROVAL                                 |           |
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**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

|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person*<br><b>MAC MAHON THOMAS P</b><br><br>(Last) (First) (Middle)<br><b>531 SOUTH SPRING STREET</b><br><br>(Street)<br><b>BURLINGTON NC 27215</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>LABORATORY CORP OF AMERICA HOLDINGS [ LH ]</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>11/03/2008</b>                            |   |
| 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                    | 11/03/2008                           |  | M <sup>(1)</sup>               |   | 88,400  | A          | \$39                     | 195,221 <sup>(2)</sup>  | D  |   |
| Common Stock                    | 11/03/2008                           |  | M <sup>(1)</sup>               |   | 35,600  | A          | \$43.53                  | 230,821 <sup>(2)</sup>  | D  |   |
| Common Stock                    | 11/03/2008                           |  | S <sup>(1)</sup>               |   | 161,837   | D          | \$61.2429 <sup>(3)</sup> | 68,984 <sup>(2)</sup>   | D  |   |
| Common Stock                    | 11/04/2008                           |  | M <sup>(1)</sup>               |   | 114,400   | A          | \$43.53                  | 183,384 <sup>(2)</sup>  | D  |   |
| Common Stock                    | 11/04/2008                           |  | S <sup>(1)</sup>               |   | 37,222  | D          | \$62.0373 <sup>(4)</sup> | 146,162 <sup>(2)</sup>  | D  |   |
| Common Stock                    | 11/04/2008                           |  | S <sup>(1)</sup>               |   | 77,178  | D          | \$62.4818 <sup>(5)</sup> | 68,984 <sup>(2)</sup>   | 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 <sup>(6)</sup> | \$39   | 11/03/2008                           |  | M <sup>(1)</sup>               |   |  | 88,400  | 02/17/2005 <sup>(7)</sup>                                | 02/17/2014      | Common Stock  | 88,400                     | \$39                                       | 0  | D   |  |
| Non-qualified Stock Options <sup>(6)</sup> | \$43.53  | 11/03/2008                           |  | M <sup>(1)</sup>               |   |  | 35,600  | 02/14/2003 <sup>(7)</sup>                                | 02/14/2012      | Common Stock  | 35,600                     | \$43.53                                    | 252,800  | D   |  |
| Non-qualified Stock Options <sup>(6)</sup> | \$43.53  | 11/04/2008                           |  | M <sup>(1)</sup>               |   |  | 114,400 | 02/14/2003 <sup>(7)</sup>                                | 02/14/2012      | Common Stock  | 114,400                    | \$43.53                                    | 138,400  | D   |  |

**Explanation of Responses:**

- Pursuant to a plan in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934.
- Amount shown reflects a 2-for-1 stock split effective on May 10, 2002.
- The price of \$61.2429 per share represents a weighted average of sales prices ranging from \$61.58 to \$60.69 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 \$62.0373 per share represents a weighted average of sales prices ranging from \$62.19 to \$61.70 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 \$62.4818 per share represents a weighted average of sales prices ranging from \$63.16 to \$62.20 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 2000 Stock Incentive Plan.
- The option vests in three equal annual installments beginning on the date reflected in this column.

**Remarks:**

/s/ BRADFORD T. SMITH 11/05/2008  
 \*\* 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.