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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).  
 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

(Print or Type Responses)

1. Name and Address of Reporting Person\*

Stark, Stevan R.  
 (Last) (First) (Middle)  
 c/o Laboratory Corporation of America  
 420 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)

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4. Statement for Month/Year February 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

7. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person  
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 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)	02/11/02	M		7,400	A	\$20.625		D	
Common Stock(1)	02/11/02	S		7,400	D	\$87.74	80,316.3570	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)	
			Code	V	(A)	(D)
Employee Stock Option (1)(2)	\$20.625	02/11/02	M			7,400

  

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)
(3)	02/09/10 Common Stock	7,400	7,400	D	

Explanation of Responses:

- (1) Common stock purchase option granted under Laboratory Corporation of America Holdings 1994 Stock Option Plan.
- (2) Transaction indicated was pursuant to a plan in compliance with Rule 10b5-1 under the Securities Exchange Act of 1934.
- (3) Total option to purchase 22,200 shares vests in three equal installments on February 9, 2001, February 9, 2002, and February 9, 2003.

/s/ Bradford T. Smith  
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 \*\*Signature of Reporting Person  
 Bradford T. Smith, Attorney-In-Fact for  
 Stevan R. Stark

March 11, 2002  
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 Date

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

\* If this 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 provided is insufficient, see Instruction 6 for procedure.