SEC Form 4

**FORM 4**

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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). |

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| KING DAVID P | LABORATORY CORP OF AMERICA HOLDINGS [ LH ] | X Director     10% Owner |
| (Last)    (First)    (Middle) | | X Officer (give title below)    Other (specify below) |
| 531 SOUTH SPRING STREET | 3. Date of Earliest Transaction (Month/Day/Year) 03/11/2016 | President & CEO |
| (Street) | | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| BURLINGTON   NC    27215 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | X Form filed by One Reporting Person |
| (City)    (State)    (Zip) | |    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 | 03/11/2016 | | M | | 6,076 | A | (1) | 97,394.2512 | D | |
| Common Stock | 03/11/2016 | | F(2) | | 2,905 | D | $115.49 | 94,489.2512 | D | |
| Common Stock | | | | | | | | 24,383 | I | By grantor retained annuity trust |
| Common Stock | | | | | | | | 19,046 | I | By grantor retained annuity trust |

## 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 | | | | |
| Restricted Stock Unit | (1) | 03/11/2016 | | M | | | 6,076 | (3) | (3) | Common Stock | 6,076 | $0 | 43,128(4) | D | |

**Explanation of Responses:**

1. Each Restricted Stock Unit represents the contingent right to receive one share of Laboratory Corporation of America Holdings Common Stock.

2. Stock withholding to satisfy tax withholding obligations.

3. The Restricted Stock Units vest in three equal annual installments beginning on 3/11/2016.

4. This number reflects the aggregate number of Restricted Stock Units held by the reporting person.

/s/ F. Samuel Eberts III, Attorney-in-Fact for David P. King    03/15/2016

** 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.**