Hayes William B Form 4 March 28, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction 1(b).

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Hayes William B

2. Issuer Name and Ticker or Trading Symbol

LABORATORY CORP OF

AMERICA HOLDINGS [LH]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

531 SOUTH SPRING STREET 03/26/2012

> (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

Director 10% Owner Other (specify _X__ Officer (give title below)

Chief Financial Officer, EVP

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

BURLINGTON, NC 27215

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secui	rities Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit onor Dispos (Instr. 3,	sed of		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)
Common Stock	03/26/2012		M(1)	2,750	A	\$ 70.15	26,828	D	
Common Stock	03/26/2012		S <u>(1)</u>	2,750	D	\$ 90	24,078	D	
Common Stock	03/26/2012		A	23,878 (2)	A	\$ 0	47,956	D	
Common Stock	03/26/2012		F(3)	10,137	D	\$ 91.9	37,819	D	
Common Stock	03/27/2012		S <u>(1)</u>	13,741	D	\$ 91.6663 (4)	24,078	D	

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

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SEC 1474

(9-02)

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)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	and 5)	Date Exercisable	Expiration Date	Title	An or Nu of Sh
Non-qualified Stock Options (5)	\$ 70.15	03/26/2012		M	2,750	02/09/2011(6)	02/09/2020	Common Stock	2

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hayes William B 531 SOUTH SPRING STREET BURLINGTON, NC 27215

Chief Financial Officer, EVP

Signatures

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

03/28/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Pursuant to a plan in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934.
- (2) 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.
- (3) Stock withholding to satisfy tax and withholding obligations.
- (4) 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

Reporting Owners 2

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regarding the number of shares purchased or sold at each separate price.

- (5) Common stock purchase option granted under the Laboratory Corporation of America Holdings 2008 Stock Incentive Plan.
- (6) The option vests in three equal annual installments beginning on the date reflected in this column.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.