

Hayes William B
Form 4
March 28, 2008

FORM 4

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

OMB APPROVAL

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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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
430 SOUTH SPRING STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/26/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer, EVP

BURLINGTON, NC 27215

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 03/26/2008 | | A | 39,375 (1) \$ 0 | 58,176 (2) | D | |
| Common Stock | 03/26/2008 | | F(3) | 16,716 D \$ 74.5 | 41,460 (2) | D | |
| Common Stock | 03/26/2008 | | S(4) | 2,492 D \$ 74.02 | 38,968 (2) | D | |
| Common Stock | 03/26/2008 | | S(4) | 100 D \$ 73.35 | 38,868 (2) | D | |
| Common Stock | 03/26/2008 | | S(4) | 1,192 D \$ 73.12 | 37,676 (2) | D | |

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| | | | | | | | |
|--------------|------------|--------------|-------|---|----------|-------------------|---|
| Common Stock | 03/26/2008 | <u>S</u> (4) | 1,300 | D | \$ 73.09 | 36,376 <u>(2)</u> | D |
| Common Stock | 03/26/2008 | <u>S</u> (4) | 1,500 | D | \$ 73.08 | 34,876 <u>(2)</u> | D |
| Common Stock | 03/26/2008 | <u>S</u> (4) | 1,468 | D | \$ 73.04 | 33,408 <u>(2)</u> | D |
| Common Stock | 03/26/2008 | <u>S</u> (4) | 300 | D | \$ 73.59 | 33,108 <u>(2)</u> | D |
| Common Stock | 03/26/2008 | <u>S</u> (4) | 2,300 | D | \$ 73.38 | 30,808 <u>(2)</u> | D |
| Common Stock | 03/26/2008 | <u>S</u> (4) | 300 | D | \$ 73.37 | 30,508 <u>(2)</u> | D |
| Common Stock | 03/26/2008 | <u>S</u> (4) | 100 | D | \$ 73.02 | 30,408 <u>(2)</u> | D |
| Common Stock | 03/26/2008 | <u>S</u> (4) | 100 | D | \$ 72.96 | 30,308 <u>(2)</u> | D |
| Common Stock | 03/26/2008 | <u>S</u> (4) | 200 | D | \$ 72.99 | 30,108 <u>(2)</u> | D |
| Common Stock | 03/26/2008 | <u>S</u> (4) | 400 | D | \$ 73.06 | 29,708 <u>(2)</u> | D |
| Common Stock | 03/26/2008 | <u>S</u> (4) | 1,184 | D | \$ 73.05 | 28,524 <u>(2)</u> | D |
| Common Stock | 03/26/2008 | <u>S</u> (4) | 2,700 | D | \$ 73.03 | 25,824 <u>(2)</u> | D |
| Common Stock | 03/26/2008 | <u>S</u> (4) | 100 | D | \$ 73.07 | 25,724 <u>(2)</u> | D |
| Common Stock | 03/26/2008 | <u>S</u> (4) | 100 | D | \$ 73.02 | 25,624 <u>(2)</u> | D |
| Common Stock | 03/26/2008 | <u>S</u> (4) | 184 | D | \$ 72.81 | 25,440 <u>(2)</u> | D |
| Common Stock | 03/26/2008 | <u>S</u> (4) | 2,400 | D | \$ 72.97 | 23,040 <u>(2)</u> | D |
| Common Stock | 03/26/2008 | <u>S</u> (4) | 1,700 | D | \$ 73.01 | 21,340 <u>(2)</u> | D |
| Common Stock | 03/26/2008 | <u>S</u> (4) | 200 | D | \$ 72.85 | 21,140 <u>(2)</u> | D |
| Common Stock | 03/26/2008 | <u>S</u> (4) | 1,000 | D | \$ 72.72 | 20,140 <u>(2)</u> | D |
| Common Stock | 03/26/2008 | <u>S</u> (4) | 100 | D | \$ 72.83 | 20,040 <u>(2)</u> | D |
| | 03/26/2008 | <u>S</u> (4) | 500 | D | | 19,540 <u>(2)</u> | D |

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| | | | | | | | | |
|--------------|------------|--|------------------|-----|-------|-------|-----------------------|-------------------------|
| Common Stock | | | | | \$ | | | |
| | | | | | 72.68 | | | |
| Common Stock | 03/26/2008 | | S ⁽⁴⁾ | 500 | D | \$ | 19,040 ⁽²⁾ | D |
| | | | | | | 72.66 | | |
| Common Stock | 03/26/2008 | | S ⁽⁴⁾ | 100 | D | \$ | 18,940 ⁽²⁾ | D |
| | | | | | | 72.69 | | |
| Common Stock | 03/26/2008 | | S ⁽⁴⁾ | 136 | D | \$ | 72.7 | 18,804 ⁽²⁾ D |

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

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 control number.

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(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) | 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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hayes William B 430 SOUTH SPRING STREET BURLINGTON, NC 27215 | | | Chief Financial Officer, EVP | |

Signatures

By: /s/ BRADFORD T. SMITH, Attorney-in-Fact for William B. Hayes
03/28/2008

__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) Shares granted on March 26, 2008, pursuant to a performance award granted on March 1, 2005, relating to performance during the three year period ended December 31, 2007.
- (2) Amount shown reflects a 2-for-1 stock split effective on May 10, 2002.
- (3) Stock withholding to satisfy tax and withholding obligations.
- (4) Pursuant to a plan in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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