

Hayes William B
Form 4
February 11, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
531 SOUTH SPRING STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2011

____ 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 | 02/09/2011 | | F ⁽¹⁾ | 718 D \$ 90.74 | 24,726 ⁽²⁾ | D | |
| Common Stock | 02/09/2011 | | A ⁽³⁾ | 5,300 A \$ 0 | 30,026 ⁽²⁾ | D | |
| Common Stock | 02/10/2011 | | S ⁽³⁾ | 1,448 D \$ 88.13 | 28,578 ⁽²⁾ | D | |
| Common Stock | 02/10/2011 | | M ⁽³⁾ | 30,367 A \$ 60.04 | 58,945 ⁽²⁾ | D | |
| Common Stock | 02/10/2011 | | F ⁽¹⁾ | 887 D \$ 87.73 | 58,058 ⁽²⁾ | D | |

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) Stock withholding to satisfy tax and withholding obligations.

(2) Amount shown reflects a 2-for-1 stock split effective on May 10, 2002.

(3) Pursuant to a plan in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934.

The price of \$88.09 per share represents a weighted average of sales prices ranging from \$87.704 to \$88.695 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 \$89.05 per share represents a weighted average of sales prices ranging from \$88.74 to \$89.68 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.

(6) Employee stock option (right to buy) granted pursuant to the Laboratory Corporation of America Holdings 2008 Stock Incentive Plan.

(7) The option vests in three equal annual installments beginning on the date reflected in this column.

(8) Common stock purchase option granted under the Laboratory Corporation of America Holdings 2008 Stock Incentive Plan.

(9) The option vests in three equal annual installments beginning on the date reflected in this column. 30,367 remain subject to future vesting.

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.