

LABORATORY CORP OF AMERICA HOLDINGS

Form 4

July 24, 2014

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 *
KING DAVID P

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)
07/22/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

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	07/22/2014		M ⁽¹⁾		65,233	A	\$ 75.63
							120,815.5841 ⁽²⁾
Common Stock	07/22/2014		S ⁽¹⁾		63,633	D	\$ 105.54 ⁽³⁾
							57,182.5841 ⁽²⁾
Common Stock	07/22/2014		S ⁽¹⁾		1,600	D	\$ 105.99 ⁽⁴⁾
							55,582.5841 ⁽²⁾
Common Stock							31,223 ⁽⁵⁾
						I	By grantor retained

Common Stock 27,296 (6) I annuity trust By grantor retained annuity trust

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 7 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, if any, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Underlying Security. Row: Non-qualified Stock Options (7), \$ 75.63, 07/22/2014, M(1), 65,233, 05/07/2009(8), 05/07/2018, Common Stock.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address and Relationships. Row: KING DAVID P, 531 SOUTH SPRING STREET, BURLINGTON, NC 27215. Relationships: Director (X), Officer (President & CEO).

Signatures

/s/ F. Samuel Eberts III, Attorney-in-Fact for David P. King Date 07/24/2014

**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.

Amount includes 196,7958 shares acquired on June 30, 2014 under the Laboratory Corporation of America Holdings 1997 Employee

(2) Stock Purchase Plan, as amended. Amount also includes annuity payments made in shares of common stock from one of the reporting person's grantor retained annuity trusts to the reporting person in the amounts and on the dates indicated in note (5) below, and reflects the transfer of shares of common stock to the other of the reporting person's grantor retained annuity trusts described in note (6) below.

The price of \$105.5400 per share represents a weighted average of sales prices ranging from \$104.91 to \$105.90 per share. The reporting

(3) 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 \$105.9900 per share represents a weighted average of sales prices ranging from \$105.91 to \$106.07 per share. The reporting

(4) 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.

(5) Amount reflects annuity payments of 5,924 shares and 6,611 shares made by the trust to the reporting person on August 22, 2013 and July 21, 2014 respectively.

(6) On July 16, 2014, the reporting person contributed 27,296 shares of common stock to a grantor retained annuity trust for the benefit of certain of his family members and for which the reporting person is the annuitant. The reporting person is the trustee of the trust.

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

(8) The option vested in three equal annual installments beginning on 05/7/2009 and is now fully exercisable.

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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