SEC I	Form 4
-------	--------

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287

0.5

Estimated average burden hours per response:

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

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 <sup>*</sup> MAC MAHON THOMAS P	2. Issuer Name and Ticker or Trading Symbol <u>LABORATORY CORP OF AMERICA</u> <u>HOLDINGS</u> [ LH ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner V Officer (give title Other (specify				
(Last) (First) (Midd	3. Date of Earliest Transaction (Month/Day/Year) 04/21/2004	X Onice (give the other (specify below) Chairman of the Board, CEO				
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(City) (State) (Zip)		X Form filed by One Reporting Person 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)	Transaction Code (Instr.		4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Stock <sup>(1)</sup>	04/21/2004		М		27,000	A	<b>\$</b> 26.7031 <sup>(4)</sup>	439,809 <sup>(2)</sup>	D	
Common Stock <sup>(1)</sup>	04/21/2004		S		27,000	D	\$40	412,809 <sup>(2)</sup>	D	

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. Transa Code ( 8)		of Expirat		Expiration Da	Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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				
Non- Qualified Stock Options <sup>(1)(3)</sup>	\$26.7031 <sup>(4)</sup>	04/21/2004		М		27,000		08/17/2003	08/17/2010	Common Stock	27,000	\$26.7031 <sup>(4)</sup>	68,000	D	

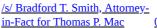
Explanation of Responses:

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

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

3. Common Stock purchase option granted under the Laboratory Corporation of America Holdings 2000 Stock Incentive Plan.

4. Actual exercise price was \$26.703125. The Edgar system truncates the price to only four decimal places.



04/23/2004

<u>Mahon</u>

\*\* 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.