

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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* <u>Miller Benjamin R</u>	2. Date of Event Requiring Statement (Month/Day/Year) 06/03/2005	3. Issuer Name and Ticker or Trading Symbol <u>LABORATORY CORP OF AMERICA HOLDINGS [LH]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Oncology Products & Serv</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) <u>231 MAPLE AVENUE</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) <u>BURLINGTON NC 27215</u>			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,200	D	
Common Stock	530.8678	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Non-qualified Stock Option	06/05/2001 ⁽¹⁾	06/06/2010	Common Stock	3,100	17.6875	D	
Non-qualified Stock Options	08/16/2001 ⁽¹⁾	08/16/2010	Common Stock	2,000	26.7031 ⁽²⁾	D	
Non-qualified Stock Options	02/05/2002 ⁽¹⁾	02/05/2011	Common Stock	6,000	33.0625	D	
Non-qualified Stock Options	02/14/2003 ⁽¹⁾	02/14/2012	Common Stock	6,000	43.53	D	
Non-qualified Stock Options	02/19/2004 ⁽¹⁾	02/19/2013	Common Stock	6,000	24.46	D	
Non-qualified Stock Options	03/25/2004 ⁽¹⁾	03/25/2013	Common Stock	8,600	28.18	D	
Non-qualified Stock Options	02/17/2005 ⁽¹⁾	02/17/2014	Common Stock	14,600	39	D	
Non-qualified Stock Options	03/01/2006 ⁽¹⁾	03/01/2015	Common Stock	10,000	47.89	D	

Explanation of Responses:

- The option vests in three equal annual installments beginning on the date reflected in this column.
- Actual exercise price was \$26.703125. The filing software truncates the price to only four decimal places.

By: /s/ BRADFORD T. SMITH, Attorney-in-Fact for Benjamin Miller 06/07/2005

** 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 5 (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.

POWER OF ATTORNEY

KNOWN ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Bradford T. Smith his true and lawful attorney-in-fact and agent, with full power of substitute for him and in his name, place and stead, in any and all capacities, in connection with the filing for the undersigned on Form 3 and Form 4 under the Securities Act of 1934, as amended, including, without limiting the generality of the foregoing, to sign the Form 3 and Form 4 in the name and on behalf of the undersigned or on behalf of the undersigned as a director or officer of the Corporation, and any amendments to the Form 3 or Form 4, and any instrument, contract, document or other writing, of or in connection with the Form 3 and Form 4 or amendments thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, including this power of attorney, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorney-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has signed these presents this 18th day of May, 2005.

s/s Benjamin R. Miller

Benjamin R. Miller