

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

(Amendment No. 2)

LABORATORY CORPORATION OF AMERICA HOLDINGS

(Name of Issuer)

COMMON STOCK, \$0.10 PAR VALUE

(Title of Class of Securities)

50540R 40 9

(CUSIP Number)

Peter R. Douglas, Esq.  
Davis Polk & Wardwell  
450 Lexington Avenue  
New York, NY 10017  
Tel. No.: (212) 450-4000

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

June 26, 27, 29, 2000

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [ ].

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on the following pages)

(Page 1 of 9 Pages)

Schedule 13D

CUSIP No. 50540R 40 9

13D

Page 2 of 9 Pages

1 NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Roche Holdings, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEM 2(d) or 2(e). [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES	7 SOLE VOTING POWER	15,089,742 shares of Common Stock See Items 4 and 5 below.
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8 SHARED VOTING POWER	N/A
	9 SOLE DISPOSITIVE POWER	15,089,742 shares of Common Stock See Items 4 and 5 below.
	10 SHARED DISPOSITIVE POWER	N/A

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
15,089,742 shares of Common Stock  
See Items 4 and 5 below.

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
44.0% of Common Stock  
See Items 4 and 5 below.

14 TYPE OF REPORTING PERSON  
CO, HC

(Page 2 of 9 Pages)

The following information amends and supplements the Schedule 13D dated April 28, 1995, as previously amended (as so amended, the "Schedule 13D").

Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Schedule 13D.

Item 4. Purpose of Transaction

On June 26, 2000, Holdings sold 500,000 shares of Common Stock in a brokerage transaction at a price of \$72.30 per share, on June 27, 2000, Holdings sold 300,000 shares of Common Stock in a brokerage transaction at a price of \$72.25 per share and on June 29, 2000, Holdings sold 1,700,000 shares of Common Stock in a brokerage transaction at a price of \$75.67 per share.

Item 5. Interest in Securities of the Issuer.

(a) After giving effect to the sales described in Item 4, Holdings beneficially owns 15,089,742 shares of Common Stock, including 11,456,816 shares of Common Stock issuable upon conversion of the 6,301,255 shares of Series B Preferred Stock owned by Holdings. Based upon information provided by the Company as of June 6, 2000, the 15,089,742 shares of Common Stock beneficially owned by Holdings represent approximately 44.0% of the Common Stock outstanding (assuming conversion of the Company's preferred stock).

(b) Except as set forth herein, no transactions in the Common Stock have been effected during the past 60 days by the Reporting Persons, any other person controlling any of the Reporting Persons or, to the best of the knowledge of the Reporting Persons, any of the persons named in Schedules A, B and C hereto, except that as described in Item 4, on June 26, 2000, Holdings sold an aggregate

of 500,000 shares of Common Stock in a brokerage transaction at a price of \$72.30 per share, on June 27, 2000, Holdings sold an aggregate of 300,000 shares of Common Stock in a brokerage transaction at a price of \$72.25 per share and on June 29, 2000, Holdings sold an aggregate of 1,700,000 shares of Common Stock in a brokerage transaction at a price of \$75.67 per share.

Item 7. Material to be Filed as Exhibits

1. Executive Officers and Directors of Holdings, Finance and Roche Holding.

(Page 3 of 9 Pages)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and accurate.

Dated: June 30, 2000

ROCHE HOLDINGS, INC.

By: /s/ Marcel Kohler

-----  
Name: Marcel Kohler  
Title: Vice President, Controller  
and Secretary

(Page 4 of 9 Pages)

Index to Exhibits

Exhibit 99.1: Executive Officers and Directors of Holdings, Finance and Roche Holding.

(Page 5 of 9 Pages)

## SCHEDULE A

Executive Officers and Directors (\*)  
of  
Roche Holdings, Inc.

The names of the Directors and the names and titles of the Executive Officers of Roche Holdings, Inc. and their business addresses and principal occupations are set forth below. If no address is given, the Director's or Executive Officer's business address is that of Roche Holding Ltd which is Grenzacherstrasse 124, 4002 Basel, Switzerland. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to Roche Holding Ltd and each individual is a Swiss citizen.

Name, Business Address -----	Present Principal Occupation -----
* Dr. h.c. Fritz Gerber.....	Chairman of the Board and President (President)
* Dr. Dr. h.c. Henri B. Meier.....	Chief Financial Officer (Vice President Finance and Treasurer)
Marcel Kohler.....	(Vice President Controller and (Vice President, Controller and Secretary) Secretary of Roche Holdings, Inc.)
One Commerce Center, Suite 1050	
Wilmington, DE 19801	

(Page 6 of 9 Pages)

## SCHEDULE B

Executive Officers and Directors (\*)  
of  
Roche Finance Ltd

The names of the Directors and the names and titles of the Executive Officers of Roche Finance Ltd and their business addresses and principal occupations are set forth below. If no address is given, the Director's or Executive Officer's business address is that of Roche Holding Ltd, which is Grenzacherstrasse 124, 4002 Basel, Switzerland. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to Roche Holding Ltd and each individual is a Swiss citizen.

Name, Business Address -----	Present Principal Occupation -----
*Dr. h.c. Fritz Gerber.....	Chairman of the Board and President (President)
* Dr. Franz B. Humer.....	Chief Executive Officer
* Dr. Dr. h.c. Henri B. Meier.....	Chief Financial Officer

(Page 7 of 9 Pages)

## SCHEDULE C

Executive Officers and Directors  
of  
Roche Holding Ltd

The names of the Directors and the names and titles of the Executive Officers of Roche Holding Ltd and their business addresses and principal occupations are set forth below. If no address is given, the Director's or Executive Officer's business address is that of Roche Holding Ltd, which is Grenzacherstrasse 124, 4002 Basel, Switzerland. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to Roche Holding

Ltd and each individual is a Swiss citizen, except that Mr. Brabeck-Letmathe is an Austrian citizen, Mr. von Prondzynski is a German citizen and Mr. Burns and Professor Knowles are citizens of the United Kingdom.

Board of Directors	Dr. h.c. Fritz Gerber	Chairman
	Dr. Andres F. Leuenberger	Vice-Chairman
	Dr. Rolf Hanggi	Vice-Chairman
	Dr. Franz B. Humer	Delegate
	Mr. Peter Brabeck-Letmathe Nestle SA Avenue Nestle, CH-1800 Verrey	Chief Executive Officer of Nestle
	Mr. Andre Hoffmann La Massellaz CH-1126 Vaux sus Morges	Businessman
	Professor Kurt Jenny Aeschengraben 18 P.O. Box 3309 CH-4002 Basel	Attorney-at-law
	Dr. Dr. h.c. Henri B. Meier	Chief Financial Officer of Roche Holding Ltd.
	Dr. Andreas Oeri Praxisgemeinschaft Clarahof Clarahofweg 19a CH-4005 Basel	Surgeon
	Professor Charles Weissmann Neurogenetics Unit Imperial College School of Medicine at St. Mary's Hospital Norfolk Place London W1H 1TJ Great Britain	University professor
	Dr. Gottlieb A. Keller	Secretary to the Board of Directors

(Page 8 of 9 Pages)

Executive Committee	Dr. Franz B. Humer	Chairman, Head of Pharmaceuticals Division
	Dr. Dr. h.c. Henri B. Meier	Finance
	Mr. Heino von Prondzynski	Diagnostics Division
	Dr. Markus Altwegg	Vitamins and Fine Chemicals Division
	Mr. William M. Burns	Pharma International Operations
	Professor Jonathan Knowles	Global Pharmaceutical Research
	Dr. Daniel Villiger	Corporate Services
	Mr. Pierre Jaccoud	Secretary to the Executive Committee

(Page 9 of 9 Pages)