

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>MAC MAHON THOMAS P</u>  (Last) (First) (Middle)  (Street)  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LABORATORY CORP OF AMERICA HOLDINGS [ LH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, CEO, President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/01/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 <sup>(1)</sup>	04/01/2004		M		75,466	A	\$10.3125	611,179 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	04/01/2004		S		10,600	D	\$39.25	600,579 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	04/01/2004		S		7,300	D	\$39.24	593,279 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	04/01/2004		S		4,200	D	\$39.23	589,079 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	04/01/2004		S		700	D	\$39.22	588,379 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	04/01/2004		S		1,700	D	\$39.21	586,679 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	04/01/2004		S		71,900	D	\$39.2	514,779 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	04/01/2004		S		4,300	D	\$39.19	510,479 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	04/01/2004		S		6,500	D	\$39.18	503,979 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	04/01/2004		S		400	D	\$39.17	503,579 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	04/01/2004		S		400	D	\$39.16	503,179 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	04/01/2004		S		22,470	D	\$39.15	480,709 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	04/01/2004		S		2,500	D	\$39.14	478,209 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	04/01/2004		S		1,400	D	\$39.13	476,809 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	04/01/2004		S		1,700	D	\$39.12	475,109 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	04/01/2004		S		1,000	D	\$39.11	474,109 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	04/01/2004		S		15,000	D	\$39.1	459,109 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	04/01/2004		S		300	D	\$39.09	458,809 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	04/01/2004		S		500	D	\$39.08	458,309 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	04/01/2004		S		1,400	D	\$39.07	456,909 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	04/01/2004		S		2,100	D	\$39.06	454,809 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	04/01/2004		S		15,500	D	\$39.05	439,309 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	04/01/2004		S		1,700	D	\$39.04	437,609 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	04/01/2004		S		1,100	D	\$39.02	436,509 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	04/01/2004		S		5,100	D	\$39.01	431,409 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	04/01/2004		S		18,600	D	\$39	412,809 <sup>(2)(3)</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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	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)
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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)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	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)
Non-qualified Stock Options <sup>(1)(4)</sup>	\$10.3125	04/01/2004		M			75,466	02/09/2003	02/10/2010	Common Stock	\$10.3125	0	D	

**Explanation of Responses:**

- Pursuant to a plan in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934.
- Amount shown reflects a 2-for-1 stock split effective on May 10, 2002.
- The "Amount of Securities Beneficially Owned Following Reported Transactions" column reflects the correction of a clerical error made in 1998. This balance is 1,818 shares less than what would be calculated using the prior filed Form 4.
- Common stock purchase option granted under the Laboratory Corporation of America Holdings 1999 Amended and Restated Stock Incentive Plan.

/s/ Bradford T. Smith, Attorney-  
in-Fact for Thomas P. Mac Mahon      04/05/2004

\*\* 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.

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