

**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	
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1. Name and Address of Reporting Person* <u>LAI GOLDMAN MYLA</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)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Chief Scientific Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/16/2004</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)	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>	03/16/2004		s		103	D	\$38.1	58,504.644 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	03/16/2004		s		35	D	\$38.07	58,469.644 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	03/16/2004		s		103	D	\$38.01	58,366.644 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	03/16/2004		s		194	D	\$38	58,172.644 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	03/16/2004		s		263	D	\$37.95	57,909.644 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	03/16/2004		s		23	D	\$37.91	57,886.644 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	03/16/2004		s		399	D	\$37.9	57,487.644 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	03/16/2004		s		69	D	\$37.87	57,418.644 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	03/16/2004		s		69	D	\$37.8	57,349.644 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	03/16/2004		s		9	D	\$37.76	57,340.644 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	03/16/2004		s		172	D	\$37.74	57,168.644 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	03/16/2004		s		277	D	\$37.73	56,891.644 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	03/16/2004		s		58	D	\$37.72	56,833.644 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	03/16/2004		s		56	D	\$37.71	56,777.644 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	03/16/2004		s		194	D	\$37.7	56,583.644 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	03/16/2004		s		217	D	\$37.69	56,366.644 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	03/16/2004		s		69	D	\$37.68	56,297.644 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	03/16/2004		s		91	D	\$37.67	56,206.644 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	03/16/2004		s		114	D	\$37.66	56,092.644 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	03/16/2004		s		34	D	\$37.65	56,058.644 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	03/16/2004		s		34	D	\$37.64	56,024.644 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	03/16/2004		s		57	D	\$37.63	55,967.644 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	03/16/2004		s		46	D	\$37.62	55,921.644 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	03/16/2004		s		91	D	\$37.6	55,830.644 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	03/16/2004		s		57	D	\$37.59	55,773.644 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	03/16/2004		s		46	D	\$37.58	55,727.644 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	03/16/2004		s		173	D	\$37.57	55,554.644 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	03/16/2004		s		355	D	\$37.56	55,199.644 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	03/16/2004		s		663	D	\$37.55	54,536.644 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	03/16/2004		s		114	D	\$37.54	54,422.644 <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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**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. Includes 2,000 shares of Common Stock held in Dr. Lai-Goldman's daughter's name. Dr. Lai-Goldman disclaims beneficial ownership of these shares.

**Remarks:**

More to follow

[/s/ Bradford T. Smith,](#)  
[Attorney-in-Fact for Myla Lai- 03/18/2004](#)  
[Goldman](#)

\*\* 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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