FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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>Rubenstein Arthur H</u> | | | | | 2. Issuer Name and Ticker or Trading Symbol LABORATORY CORP OF AMERICA HOLDINGS [LH] | | | | | | | | | eck all ap _l | olicable) | , | ssuer Owner | |
|---|--|---|--|---|---|--|---|--|--|--|---|----------------------------|---|--|--|---|--|--|
| (Last) (First) (Middle) 430 SOUTH SPRING STREET | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 09/01/2006 | | | | | | | | | | | | (specify /) | |
| (Street) BURLINGTON NC 27215 (City) (State) (Zip) | | | | 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | Line | e) <mark>X</mark> Forn Forn | vidual or Joint/Group Filing (Check Applicable 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 | | | | | | | | | | | | | | | | | | |
| Date | | | | | Day/Year) Execution Date, | | | Transaction Disposed Code (Instr. 5) | | d Of (D) (Instr. 3, 4 | | 3, 4 and | Beneficially Owned Following Reported Transaction(s) | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| Common Stock 09/01/ | | | | | | 2006 | | A | | 24(1) | _ | | \$68.3 | 1 : | 3,697 | D | | |
| L. Title of 2. 3. Transaction Date Execution Security or Exercise (Month/Day/Year) if any | | | e.g., pu ed I Date, ay/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | options, convertib | | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4) | | es) 8 C S (() | . Price of Perivative Security | derivative Securities Beneficially Owned Following Reported | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | GTON I GEORGIA CONVERSION OF EXERCISE Price of Derivative | (First) TH SPRING STREET GTON NC (State) Ta Security (Instr. 3) Stock 2. Conversion or Exercise Price of Derivative (Month/Day/Year | (First) (Middle) TH SPRING STREET GTON NC 27215 (State) (Zip) Table I - Note that the security (Instr. 3) Stock Table II - I (Month/Day/Year) Jan Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) | (First) (Middle) TH SPRING STREET GTON NC 27215 (State) (Zip) Table I - Non-Deriv Security (Instr. 3) 2. Trans- Date (Month/I Stock 09/01 Table II - Derivat (e.g., pt 2. Trans- Conversion Date (Month/Day/Year) 2. Trans- Conversion Date (Month/Day/Year) (Month/Day/Year) | tein Arthur H (First) (Middle) TH SPRING STREET GTON NC 27215 (State) (Zip) Table I - Non-Derivative Gecurity (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock Table II - Derivative S (e.g., puts, compared Execution Date, if any (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. 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Security) (A) of Disponding terior (Instr. Security) (Instr. Security) | tein Arthur H (First) (Middle) TH SPRING STREET (State) (Zip) Table I - Non-Derivative Securities Accurity (Instr. 3) Stock Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year) Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Stock Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) Stock January HOLDINGS [Li] 3. Date of Earliest Trans 09/01/2006 4. If Amendment, Date of Execution Date, if any (Month/Day/Year) of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | tein Arthur H (First) (Middle) TH SPRING STREET (State) (Zip) Table I - Non-Derivative Securities Acquired, Month/Day/Year) Security (Instr. 3) 2. 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Explanation of Responses:

1. Stock award represents half the monthly Director retainer pursuant to the Laboratory Corporation of America Holdings 1995 Stock Plan for Non-Employee Directors.

By: /s/ BRADFORD T. SMITH, Attorney-in-Fact for 09/05/2006 Arthur H. Rubenstein

** 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.