

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. 4)

LABORATORY CORPORATION OF AMERICA HOLDINGS

(Name of Issuer)

COMMON STOCK, \$0.10 PAR VALUE

(Title of Class of Securities)

5054OR 10 2

(CUSIP Number)

Peter R. Douglas
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)

May 10, 2001

(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 (b) (3) or (4), check the following box. []

Note. This document is being electronically filed with the Commission using the EDGAR system. See Rule 13d-1 (a) for other parties to whom copies are to be sent.

*The remainder of this cover page should be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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).

Schedule 13D

CUSIP No. 5054OR 10 2

13D

Page 2 of 4 Pages

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
Roche Holdings, Inc. 51-0304944

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

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 | 11,352,537 shares of Common Stock |
| BENEFICIALLY | 8 | SHARED VOTING POWER | N/A |
| OWNED BY | 9 | SOLE DISPOSITIVE POWER | 11,352,537 shares of Common Stock |
| EACH | 10 | SHARED DISPOSITIVE POWER | N/A |
| REPORTING PERSON WITH | | | |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,352,537 shares of Common Stock

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
32.43% of Common Stock

14 TYPE OF REPORTING PERSON
CO, HC

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

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended by adding the following:

Holdings plans to sell 5.5 million shares of the Company's Common Stock in an underwritten public offering. Holdings also plans to grant to the underwriters a 30-day option to purchase an additional 500,000 shares to cover over-allotments, if any. Holdings currently owns 11,352,537 shares or 32.43% of the Company's Common Stock. Following the offering, Holdings' ownership of the Company's Common Stock will be approximately 16.72% (15.3% if the underwriters' over-allotment option is exercised in full).

Except as described below, all of Holdings' rights with respect to the Stockholder Agreement will terminate as a result of the proposed offering. Holdings currently has the right to designate three directors for nomination to the Board of Directors of the Company. Following the proposed offering, Holdings will have the right to designate one director. Currently, the Board of Directors of the Company is comprised of seven members. Holdings will continue to have demand registration rights and have the benefits of various covenants of the Company with respect to transfers made by the selling stockholder pursuant to Rule 144A under the Securities Act of 1933.

The Company has filed a registration statement with the Securities and Exchange Commission relating to the proposed offer and sale by Holdings of the Company's Common Stock, but the registration statement has not yet become effective. Such securities may not be sold nor may offers to buy such securities be accepted prior to the time such registration statement becomes effective.

Item 7. Material to be Filed as Exhibits

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

Page 3 of 4 Pages

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: May 15, 2001

ROCHE HOLDINGS, INC.

By: /s/ Marcel Kohler

Name: Marcel Kohler

Title: Secretary

Page 4 of 4 Pages

Index to Exhibits

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

EXHIBIT 99.1
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 |
| * Dr. Henri B. Meier..... | Businessman |
| Marcel Kohler..... | Vice President Controller and Secretary |
| One Commerce Center, Suite 1050 | of Roche Holdings, Inc. |
| Wilmington, DE 19801 | |

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 |
| * Dr. Franz B. Humer..... | Executive Officer |
| * Dr. Henri B. Meier..... | Businessman |

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, Professor Bell is a Canadian citizen and Mr. Burns and Professor Knowles are citizens of the United Kingdom. Dr. Gottlieb A. Keller is the Secretary to the Board of

Directors. Mr. Pierre Jaccoud is the Secretary to the Executive Committee.

| | | |
|--------------------|---|---|
| Board of Directors | Dr. Franz B. Humer | Chairman |
| | Dr. Andres F. Leuenberger | Vice-Chairman |
| | Dr. Rolf Hanggi | Vice-Chairman |
| | Mr. Peter Brabeck-Letmathe Nestle SA Avenue Nestle, CH-1800 Vevey | Chief Executive Officer of Nestle |
| | Mr. Andre Hoffman Massellaz S.A. Place du Casino 4 1110 Morges | Businessman |
| | Dr. h.c. Fritz Gerber | Businessman |
| | Dr. Henri B. Meier | Businessman |
| | Dr. Andreas Oeri Praxisgemeinschaft Clarahof Clarahofweg 19a CH-4005 Basel | Surgeon |
| | Professor John Bell Nuffield Professor of Clinical Medicine University of Oxford Level 7, John Radcliffe Hospital Headington, Oxford OX 3 9DU United Kingdom | University Professor |
| | Mr. Walter Frey Präsident des Verwaltungsrates Emil Frey AG Badenerstrasse 600 8048 Zurich | Chairman of the Board of Directors of Emil Frey A.G. |

| | | |
|---------------------|----------------------------|---|
| Executive Committee | Dr. Franz B. Humer | Chief Executive Officer |
| | Mr. William M. Burns | Pharmaceuticals Division |
| | Mr. Heino von Prondzynski | Diagnostics Division |
| | Dr. Markus Altwegg | Vitamins and Fine Chemicals Division |
| | Mr. Richard Laube | Pharma Consumer Health |
| | Professor Jonathan Knowles | Global Pharmaceutical Research |
| | Dr. Daniel Villiger | Corporate Services |