

| OMB APPROVAL                                 |           |
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**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

|  |  |  |
|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Miller Benjamin R</u><br><br>(Last) (First) (Middle)<br>231 MAPLE AVENUE<br><br>(Street)<br>BURLINGTON NC 27215<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>LABORATORY CORP OF AMERICA HOLDINGS [ LH ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br>X Officer (give title below) Other (specify below)<br><u>EVP, Sales &amp; Marketing</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/12/2008                                   |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>X Form filed by One Reporting Person<br>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                    | 02/12/2008                           |  | M <sup>(1)</sup>               |   | 2,440   | A          | \$39  | 18,348.6028 <sup>(2)(3)</sup>   | D  |   |
| Common Stock                    | 02/12/2008                           |  | S <sup>(1)</sup>               |   | 2,440   | D          | \$80  | 15,908.6028 <sup>(2)(3)</sup>   | D  |   |
| Common Stock                    | 02/13/2008                           |  | A                              |   | 1,400   | A          | \$0   | 17,308.6028 <sup>(2)(3)</sup>   | D  |   |
| Common Stock                    | 02/13/2008                           |  | M <sup>(1)</sup>               |   | 1,560   | A          | \$39  | 18,868.6028 <sup>(2)(3)</sup>   | D  |   |
| Common Stock                    | 02/13/2008                           |  | S <sup>(1)</sup>               |   | 1,560   | D          | \$80  | 17,308.6028 <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 |
| Non-qualified Stock Options <sup>(4)</sup> | \$39   | 02/12/2008                           |  | M <sup>(1)</sup>               |   | 2,440  | 02/17/2005 <sup>(5)</sup>                                | 02/17/2014 | Common Stock  | 2,440                                      | \$39   | 8,160   | D  |                  |
| Non-qualified Stock Options <sup>(4)</sup> | \$39   | 02/13/2008                           |  | M <sup>(1)</sup>               |   | 1,560  | 02/17/2005 <sup>(5)</sup>                                | 02/17/2014 | Common Stock  | 1,560                                      | \$39   | 6,600   | 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.
- Amount includes 44,009 shares acquired on December 31, 2007 under the Laboratory Corporation of America Holdings 1997 Employee Stock Purchase Plan.
- Common stock purchase option granted under the Laboratory Corporation of America Holdings 2000 Stock Incentive Plan.
- The option vests in three equal annual installments beginning on the date reflected in this column.

**Remarks:**

By: /s/ BRADFORD T. SMITH, Attorney-in-Fact for Benjamin Miller 02/14/2008

\*\* 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.