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 | FORM 4 | UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 +-----+ Washington, D.C. 20549

[] Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*

Mac Mahon, Thomas P.

 (Last) (First) (Middle)

c/o Laboratory Corporation of America
 430 South Spring Street

 (Street)

Burlington, North Carolina 27215

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Laboratory Corporation of America Holdings ("LH")

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Year

March 2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director _____ 10% Owner

 Officer (give title below) _____ Other (specify below)

Chairman of the Board, President and Chief Executive Officer

7. Individual or Joint/Group Filing (Check Applicable Line)

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

1. Title of Security (Instr. 3)	2. Trans-action Date (Month/Day/Year)	3. Trans-action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			V	Amount	(A) or (D)			
Common Stock (1)	3/01/02	M		37,733	A	\$20.625		
Common Stock (1)	3/01/02	S		2,733	D	\$ 81.23		
Common Stock (1)	3/01/02	S		5,000	D	\$ 81.30		
Common Stock (1)	3/01/02	S		5,000	D	\$ 81.35		
Common Stock (1)	3/01/02	S		11,200	D	\$ 81.50		
Common Stock (1)	3/01/02	S		5,400	D	\$ 81.40		
Common Stock (1)	3/01/02	S		3,400	D	\$ 81.41		

Common Stock (1) 3/01/02 S 5,000 D \$ 81.45

(1) Transactions indicated were pursuant to a plan in compliance with Rule 10b5-1 under the Securities Exchange Act of 1934.

Table I-- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Data (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 at End of Month (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(1)	3/15/02	S		28,300	D \$ 90.40	
Common Stock(1)	3/15/02	S		10,000	D \$ 91.00	
Common Stock(1)	3/15/02	S		1,300	D \$ 90.30	
Common Stock(1)	3/15/02	S		300	D \$ 90.27	
Common Stock(1)	3/15/02	S		100	D \$ 90.26	
Common Stock(1)	3/15/02	S		6,800	D \$ 90.05	
Common Stock(1)	3/15/02	S		1,600	D \$ 90.00	
Common Stock(1)	3/15/02	S		1,600	D \$ 89.88	
Common Stock(1)	3/18/02	S		5,000	D \$ 90.00	
Common Stock(1)	3/18/02	S		5,000	D \$ 90.42	
Common Stock(1)	3/18/02	S		5,000	D \$ 90.05	
Common Stock(1)	3/18/02	S		10,000	D \$ 90.70	
Common Stock(1)	3/18/02	S		5,000	D \$ 91.00	342,306 D

(1) Transactions indicated were pursuant to a plan in compliance with Rule 10b5-1 under the Securities Exchange Act of 1934.

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)	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 Underlying Securities (Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (1)(2)	\$20.625	3/01/02	M			37,733	(3)	02/10/10	Common Stock	37,773

8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	37,733	D	

Explanation of Responses:

- (1) Common stock purchase option granted under the Amended and Restated 1999 Stock Incentive Plan.
- (2) Transaction indicated was pursuant to a plan in compliance with Rule 10b5-1 under the Securities Exchange Act of 1934.
- (3) Total option to purchase 113,200 shares vests in three approximately equal installments on February 9, 2001, February 9, 2002 and February 9, 2003.

/s/ Bradford T. Smith

**Signature of Reporting Person
Bradford T. Smith, Attorney-in-Fact for

April 8, 2002

Date

Thomas P. Mac Mahon

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