

MAC MAHON THOMAS P

Form 4

April 18, 2011

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 OF
SECURITIES**

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(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MAC MAHON THOMAS P

2. Issuer Name **and** Ticker or Trading
Symbol
LABORATORY CORP OF
AMERICA HOLDINGS [LH]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
531 SOUTH SPRING STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/14/2011

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

BURLINGTON, NC 27215

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
Common Stock	04/14/2011		M ⁽¹⁾	71,133 A	\$ 58.57 175,930	D	
Common Stock	04/14/2011		S ⁽¹⁾	71,133 D	\$ 95.0031 104,797	D	
Common Stock	04/15/2011		M ⁽¹⁾	103,867 A	\$ 58.57 208,664	D	
Common Stock	04/15/2011		S ⁽¹⁾	77,867 D	\$ 96.0038 130,797	D	
	04/15/2011		S ⁽¹⁾	6,000 D	124,797	D	

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Common
Stock

\$
95.4923
(4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 A Underlying S (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-qualified Stock Options (5)	\$ 58.57	04/14/2011		M	71,133	02/23/2007(6) 02/23/2016	Common Stock
Non-qualified Stock Options (5)	\$ 58.57	04/15/2011		M	103,867	02/23/2007(6) 02/23/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MAC MAHON THOMAS P 531 SOUTH SPRING STREET BURLINGTON, NC 27215	X

Signatures

/s/ F. Samuel Eberts, Attorney-in-Fact for Thomas P. Mac
Mahon

04/18/2011

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Pursuant to a plan in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934.

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- The price of \$95.0031 per share represents a weighted average of sales prices ranging from \$95.00 to \$95.06 per share. The reporting
- (2) person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.

- The price of \$96.0038 per share represents a weighted average of sales prices ranging from \$95.54 to \$96.53 per share. The reporting
- (3) person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.

- The price of \$95.4923 per share represents a weighted average of sales prices ranging from \$95.25 to \$95.53 per share. The reporting
- (4) person undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.

- (5) Employee stock option (right to buy) granted pursuant to the Laboratory Corporation of America Holdings 2000 Stock Incentive Plan.

- (6) The option vests in three equal annual installments beginning on the date reflected in this column.

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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