

Williams R Sanders
Form 4
May 23, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Williams R Sanders

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)

3. Date of Earliest Transaction
(Month/Day/Year)
05/19/2011

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

THE J. DAVID GLADSTONE
INSTITUTES, OWENS STREET

(Street)

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

SAN FRANCISCO, CA 94158-2261

(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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	05/19/2011		M		992	A	\$ 77.58	5,504	D
Common Stock	05/19/2011		S		199	D	\$ 100.7455	5,305	D
Common Stock	05/19/2011		S		793	D	\$ 100.77	4,512	D
Common Stock	05/19/2011		M		5,300	A	\$ 75.63	9,812	D
Common Stock	05/19/2011		S		900	D	\$ 100.7134	8,912	D

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Common Stock 05/19/2011 S 4,400 D \$ 100.7205 4,512 D

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

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(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 (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 Security (Instr. 3 and 4)
Non-qualified Stock Options <u>(1)</u>	\$ 77.58	05/19/2011		M	992	05/16/2008 ⁽²⁾ 05/16/2017	Common Stock
Non-qualified Stock Options <u>(3)</u>	\$ 75.63	05/19/2011		M	5,300	05/07/2009 ⁽⁴⁾ 05/07/2018	Common Stock

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

Williams R Sanders
THE J. DAVID GLADSTONE INSTITUTES
OWENS STREET
SAN FRANCISCO, CA 94158-2261

X

Signatures

/s/ F. Samuel Eberts III, Attorney-in-Fact for R. Sanders Williams

05/23/2011

__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) Common stock purchase option granted under the Laboratory Corporation of America Holdings 2000 Stock Incentive Plan.

(2) The option vested in three equal annual installments beginning on 5/16/08 and is now fully exercisable.

(3) Common stock purchase option granted under the Laboratory Corporation of America Holdings 2008 Stock Incentive Plan.

(4) The option vested in three equal annual installments beginning on 5/7/09 and is now fully exercisable.

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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