SMITH BRADFORD T

Form 4

February 24, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Person

3235-0287 Number: January 31, Expires: 2005

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

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 See Instruction

SECURITIES

1(b).

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person * SMITH BRADFORD T			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			LABORATORY CORP OF AMERICA HOLDINGS [LH]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	Director 10% Owner X Officer (give title Other (specify			
430 SOUTH SPRING STREET			(Month/Day/Year) 02/22/2005	below) EVP, Chf Legal Offcr,Secretary			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
RUPLINGTON NC 27215				Form filed by More than One Reporting			

BURLINGTON, NC 27215

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	ities Acq	uired, Disposed of,	or Beneficiall	y 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. Securition(A) or Dis (Instr. 3, 4)	sposed	of (D)	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 (1)	02/22/2005		M	35,000	A	\$ 24.46	133,074.7251 (2)	D	
Common Stock (1)	02/22/2005		S	608	D	\$ 48.55	132,466.7251 (2)	D	
Common Stock (1)	02/22/2005		S	3,080	D	\$ 48.5	129,386.7251 (2)	D	
Common Stock (1)	02/22/2005		S	791	D	\$ 48.49	128,595.7251 (2)	D	
Common Stock (1)	02/22/2005		S	4,955	D	\$ 48.47	123,640.7251 (2)	D	
	02/22/2005		S	122	D			D	

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Common Stock (1)					\$ 48.45	123,518.7251 (2)	
Common Stock (1)	02/22/2005	S	638	D	\$ 48.42	122,880.7251 (2)	D
Common Stock (1)	02/22/2005	S	729	D	\$ 48.41	122,151.7251 (2)	D
Common Stock (1)	02/22/2005	S	5,503	D	\$ 48.4	116,648.7251 (2)	D
Common Stock (1)	02/22/2005	S	729	D	\$ 48.39	115,919.7251 (1)	D
Common Stock (1)	02/22/2005	S	4,135	D	\$ 48.38	111,784.7251 (2)	D
Common Stock (1)	02/22/2005	S	1,520	D	\$ 48.36	110,264.7251 (2)	D
Common Stock (1)	02/22/2005	S	7,144	D	\$ 48.35	103,120.7251 (2)	D
Common Stock (1)	02/22/2005	S	1,793	D	\$ 48.31	101,327.7251 (2)	D
Common Stock (1)	02/22/2005	S	1,246	D	\$ 48.3	100,081.7251 (2)	D
Common Stock (1)	02/22/2005	S	2,007	D	\$ 48.25	98,074.7251 (2)	D

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

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e Expiration Date (Month/Day/Year) (A) ed of		7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	o N o
Non-qualified Stock Options	\$ 24.46	02/22/2005		M	35,000	02/19/2004(4)	02/19/2013	Common Stock	

(9-02)

(1) (3)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SMITH BRADFORD T 430 SOUTH SPRING STREET BURLINGTON, NC 27215

EVP, Chf Legal Offcr, Secretary

Signatures

By: /s/ BRADFORD T. 02/24/2005

**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.
- (2) Amount shown reflects a 2-for-1 stock split effective on May 10, 2002.
- (3) Common stock purchase option granted under the Laboratory Corporation of America Holdings 2000 Stock Incentive Plan.
- (4) The option vests in three equal 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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