

ELINGBURG WESLEY R
Form 4
February 24, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ELINGBURG WESLEY R

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)
430 SOUTH SPRING STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Chief Financial Officer

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		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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock ⁽¹⁾	02/22/2005		M		35,000	A	\$ 24.46	134,337.6492 ⁽²⁾	D	Indirect Beneficial Ownership
Common Stock ⁽¹⁾	02/22/2005		S		608	D	\$ 48.55	133,729.6492 ⁽²⁾	D	Indirect Beneficial Ownership
Common Stock ⁽¹⁾	02/22/2005		S		3,081	D	\$ 48.5	130,648.6492 ⁽²⁾	D	Indirect Beneficial Ownership
Common Stock ⁽¹⁾	02/22/2005		S		790	D	\$ 48.49	129,858.6492 ⁽²⁾	D	Indirect Beneficial Ownership
Common Stock ⁽¹⁾	02/22/2005		S		4,955	D	\$ 48.47	124,903.6492 ⁽²⁾	D	Indirect Beneficial Ownership
	02/22/2005		S		121	D			D	Indirect Beneficial Ownership

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Common Stock <u>(1)</u>					\$ 48.45	124,782.6492 <u>(2)</u>	
Common Stock <u>(1)</u>	02/22/2005	S	639	D	\$ 48.42	124,143.6492 <u>(2)</u>	D
Common Stock <u>(1)</u>	02/22/2005	S	730	D	\$ 48.41	123,413.6492 <u>(2)</u>	D
Common Stock <u>(1)</u>	02/22/2005	S	5,502	D	\$ 48.4	117,911.6492 <u>(2)</u>	D
Common Stock <u>(1)</u>	02/22/2005	S	730	D	\$ 48.39	117,181.6492 <u>(2)</u>	D
Common Stock <u>(1)</u>	02/22/2005	S	4,134	D	\$ 48.38	113,047.6492 <u>(2)</u>	D
Common Stock <u>(1)</u>	02/22/2005	S	1,520	D	\$ 48.36	111,527.6492 <u>(2)</u>	D
Common Stock <u>(1)</u>	02/22/2005	S	7,144	D	\$ 48.35	104,383.6492 <u>(2)</u>	D
Common Stock <u>(1)</u>	02/22/2005	S	1,794	D	\$ 48.31	102,589.6492 <u>(2)</u>	D
Common Stock <u>(1)</u>	02/22/2005	S	1,246	D	\$ 48.3	101,343.6492 <u>(2)</u>	D
Common Stock <u>(1)</u>	02/22/2005	S	2,006	D	\$ 48.25	99,337.6492 <u>(2)</u>	D

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 Underlying Security (Instr. 3 and 4)
Non-qualified Stock Options	\$ 24.46	02/22/2005		M	35,000	02/19/2004 ⁽⁴⁾ 02/19/2013	Common Stock

