

LABORATORY CORP OF AMERICA HOLDINGS  
 Form 4  
 April 01, 2015

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Brecher Mark E

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)  
 03/30/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 CMO, LabCorp Diagnostics

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 03/30/2015                           |  | A <sup>(1)</sup>               |   | 519   | A  | \$ 0  |
| Common Stock                    | 03/30/2015                           |  | F <sup>(2)</sup>               |   | 172   | D  | \$ 127.28   |
| Common Stock                    | 03/30/2015                           |  | M <sup>(3)</sup>               |   | 11,600  | A  | \$ 90.74  |
| Common Stock                    | 03/30/2015                           |  | M <sup>(3)</sup>               |   | 7,600   | A  | \$ 84.86  |
| Common Stock                    | 03/30/2015                           |  | S <sup>(3)</sup>               |   | 20,278  | D  | \$ 126.9815   |
|                                 |                                      |  |                                |   |   |  | <u>(4)</u>  |

Common Stock 03/31/2015 S<sup>(3)</sup> 347 D \$ 127 5,511.3541 D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 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 <sup>(5)</sup> | \$ 90.74   | 03/30/2015                           |  | M <sup>(3)</sup>               | 11,600  | 02/09/2012 <sup>(6)</sup> 02/09/2021                     | Common Stock                                      |
| Non-qualified Stock Options <sup>(7)</sup> | \$ 84.86   | 03/30/2015                           |  | M <sup>(3)</sup>               | 7,600   | 05/24/2013 <sup>(8)</sup> 05/23/2022                     | Common Stock                                      |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Brecher Mark E<br>531 SOUTH SPRING STREET<br>BURLINGTON, NC 27215 |               |           | CMO, LabCorp Diagnostics |       |

## Signatures

/s/ F. Samuel Eberts III, Attorney-in-Fact for Mark E. Brecher 04/01/2015

<sup>\*\*</sup>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)

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Shares acquired on March 28, 2015, pursuant to a performance award granted on February 28, 2012, relating to performance during the three-year period ended December 31, 2014.

(2) Stock withholding to satisfy tax withholding obligations.

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

The price of \$126.9815 per share represents a weighted average of sale prices ranging from \$126.49 to \$127.22 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 2008 Stock Incentive Plan.

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

(7) Employee stock option (right to buy) granted pursuant to the Laboratory Corporation of America Holdings 2012 Omnibus Incentive Plan.

(8) 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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