

LABORATORY CORP OF AMERICA HOLDINGS

Form 4

May 15, 2006

FORM 4UNITED 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 *
KING DAVID 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)

430 SOUTH SPRING STREET

(Street)

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

05/11/2006

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP & Chief Operating Officer

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

BURLINGTON, NC 27215

(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	05/11/2006		<u>M</u> ⁽¹⁾		9,733	A	\$ 24.46	38,386.7565 ⁽²⁾	D
Common Stock	05/11/2006		<u>M</u> ⁽¹⁾		2,700	A	\$ 28.18	41,086.7565 ⁽²⁾	D
Common Stock	05/11/2006		<u>S</u> ⁽¹⁾		2,100	D	\$ 58.44	38,986.7565 ⁽²⁾	D
Common Stock	05/11/2006		<u>S</u> ⁽¹⁾		400	D	\$ 58.463	38,586.7565 ⁽²⁾	D
Common Stock	05/11/2006		<u>S</u> ⁽¹⁾		100	D	\$ 58.52	38,486.7565 ⁽²⁾	D

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Common Stock	05/11/2006	<u>S(1)</u>	1,600	D	\$ 58.54	<u>36,886.7565</u> (2)	D
Common Stock	05/11/2006	<u>S(1)</u>	1,333	D	\$ 58.55	<u>35,553.7565</u> (2)	D
Common Stock	05/11/2006	<u>S(1)</u>	400	D	\$ 58.56	<u>35,153.7565</u> (2)	D
Common Stock	05/11/2006	<u>S(1)</u>	700	D	\$ 58.57	<u>34,453.7565</u> (2)	D
Common Stock	05/11/2006	<u>S(1)</u>	500	D	\$ 58.58	<u>33,953.7565</u> (2)	D
Common Stock	05/11/2006	<u>S(1)</u>	600	D	\$ 58.61	<u>33,353.7565</u> (2)	D
Common Stock	05/11/2006	<u>S(1)</u>	500	D	\$ 58.63	<u>32,853.7565</u> (2)	D
Common Stock	05/11/2006	<u>S(1)</u>	300	D	\$ 58.71	<u>32,553.7565</u> (2)	D
Common Stock	05/11/2006	<u>S(1)</u>	200	D	\$ 58.714	<u>32,353.7565</u> (2)	D
Common Stock	05/11/2006	<u>S(1)</u>	400	D	\$ 58.72	<u>31,953.7565</u> (2)	D
Common Stock	05/11/2006	<u>S(1)</u>	600	D	\$ 58.73	<u>31,353.7565</u> (2)	D
Common Stock	05/11/2006	<u>S(1)</u>	500	D	\$ 58.74	<u>30,853.7565</u> (2)	D
Common Stock	05/11/2006	<u>S(1)</u>	500	D	\$ 58.75	<u>30,353.7565</u> (2)	D
Common Stock	05/11/2006	<u>S(1)</u>	700	D	\$ 58.76	<u>29,653.7565</u> (2)	D
Common Stock	05/11/2006	<u>S(1)</u>	600	D	\$ 58.8	<u>29,053.7565</u> (2)	D
Common Stock	05/11/2006	<u>S(1)</u>	400	D	\$ 58.81	<u>28,653.7565</u> (2)	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)

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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 Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified Stock Options (3)	\$ 24.46	05/11/2006		M ⁽¹⁾		9,733		02/19/2004 ⁽⁴⁾	02/19/2013	Common Stock	9
Non-qualified Stock Options (3)	\$ 28.18	05/11/2006		M ⁽¹⁾		2,700		03/25/2004 ⁽⁴⁾	03/25/2013	Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KING DAVID P 430 SOUTH SPRING STREET BURLINGTON, NC 27215	EVP & Chief Operating Officer

Signatures

By: /s/ BRADFORD T. SMITH, Attorney-in-Fact for David P.
King

05/15/2006

__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 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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