

LABORATORY CORP OF AMERICA HOLDINGS  
 Form 4  
 February 13, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**EISENBERG GLENN A**

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)  
**02/11/2015**

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Chief Financial Officer, EVP**

**BURLINGTON, NC 27215**

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock                    | 02/11/2015                           |                                                    | M                              | 1,673 A                                                           | 1,673                                                                                         | D                                                        |                                                       |
| Common Stock                    | 02/11/2015                           |                                                    | F(2)                           | 555 D                                                             | \$ 116.73                                                                                     | 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. 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 of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
| Restricted Stock Unit                      | (1)                                                    | 02/11/2015                           |                                                    | M                              | 1,673                                                                                   | (3) (3)                                                  | Common Stock                                                  | 1,673                                                       |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                              |       |
|----------------------------------------------------------------------|---------------|-----------|------------------------------|-------|
|                                                                      | Director      | 10% Owner | Officer                      | Other |
| EISENBERG GLENN A<br>531 SOUTH SPRING STREET<br>BURLINGTON, NC 27215 |               |           | Chief Financial Officer, EVP |       |

## Signatures

/s/ F. Samuel Eberts III, attorney-in-fact for Glenn A. Eisenberg  
Date: 02/13/2015

\_\_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) Each Restricted Stock Unit represents the contingent right to receive one share of Laboratory Corporation of America Holdings Common Stock.
- (2) Stock withholding to satisfy tax and withholding obligations.
- (3) The Restricted Stock Units vest in three equal annual installments beginning on 2/11/2015.
- (4) This number reflects the aggregate number of Restricted Stock Units held by the reporting person.

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.