MAC MAHON THOMAS P Form 5 February 14, 2003

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U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940					
[_]	Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction $1(b)$.					
[_]	Form 3 Holdings Reported					
[_]	Form 4 Transactions Reported					
1.	Name and Address of Reporting Person*					
Mac	Mahon, Thomas P.					
(Last) (First) (Middle)					
c/o	Laboratory Corporation of America Holdings, 430 South Spring Street					
	(Street)					
Burlington, North Carolina 27215						
(City) (State) (Zip)					
2.	Issuer Name and Ticker or Trading Symbol					
Laboratory Corporation of America Holdings ("LH")						
3.	IRS Identification Number of Reporting Person, if an Entity (Voluntary)					
4.	Statement for Month/Year					
December 31, 2002						

5. If Amendment, Date of Original (Month/Year)

	ationship of Rep eck all applicab	orting Person(s) le)	to Issuer				
[X]	Officer (give	title below) e Board, Preside	[_]	.0% Owner Other (specify secutive Office			
	vidual or Joint ck applicable l						
		One Reporting Pe		on 			
======	Table I No	 n-Derivative Sec or Benefici		red, Disposed	of,	==	
======		or Beneilci	-			==	
		2.	2A. Deemed		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
itle of Instr. 3	Security 3)	Transaction Date (Month/Day Year)			Amount	(A) or (D)	Price
ommon St	cock	1/7/02		A	68,200	А	
ommon St	ock	2/14/02		A	101,000	A 	

(1) Amount shown reflects a 2-for-1 stock split effective on May 10, 2002.

(Over) SEC 2270 (6-02)

FORM 5 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative			Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) o Disposed of (D (Instr. 3, 4 a		
Security (Instr. 3)	Security				(A) (D		
Non-Qualified Stock Option (2)		1/7/02		A	101,500		
Non-Qualified	\$87.06	2/14/02		А	144,200		

7. Title and Amount of Underlying

Number of 10.

Securities (Instr. 3 and 4)		8. Price of	Derivative Securities Beneficially	Ownership of Derivative Security:	
Title	Amount or Number of Shares	Derivative Security (Instr. 5)	Owned at End of Year (Instr. 4)	Direct (D) or Indirect (I)	
Common					
	•		203,000 (6)	D 	
Common		\$87.06	288,400 (6)	D	

Explanation of Responses:

- (2) Employee stock option (right to buy) granted pursuant to the Laboratory Corporation of America Holdings 2000 Stock Incentive Plan.
- (3) The option vests in three equal annual installments beginning on January 7, 2003.
- (4) Employee stock option (right to buy) granted pursuant to the Laboratory Corporation of America Holdings 2000 Stock Incentive Plan.
- (5) The option vests in three equal annual installments beginning on February 14, 2003.
- (6) Amount shown reflects a 2-for-1 stock split effective on May 10, 2002.

/s/ Bradford T. Smith	February 14, 2003		
**Signature of Reporting Person	Date		
Bradford T. Smith, Attorney-in-Fact for			
Thomas P. Mac Mahon			

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

- * If the form is filed by more than one Reporting Person, see Instruction $4\left(b\right)\left(v\right)$.
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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