

LABORATORY CORP OF AMERICA HOLDINGS

Form 4

March 15, 2016

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 *

Keller Deborah L

(Last) (First) (Middle)

210 CARNEGIE CENTER

(Street)

PRINCETON, NJ 08541

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

LABORATORY CORP OF AMERICA HOLDINGS [LH]

3. Date of Earliest Transaction

(Month/Day/Year)

03/11/2016

4. If Amendment, Date Original Filed

(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO, Covance Drug Development

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

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

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| Common Stock | 03/11/2016 | | M | | 1,220 | A | 12,632 | D |
| Common Stock | 03/11/2016 | | F(2) | | 374 | D | \$ 115.49 | D |
| Common Stock | 03/11/2016 | | M | | 11,710 | A | 23,967 | D |
| Common Stock | 03/11/2016 | | F(2) | | 4,213 | D | \$ 115.49 | D |

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

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit | (1) | 03/11/2016 | | M | 1,220 | (3) (3) | Common Stock | 1,220 |
| Restricted Stock Unit | (1) | 03/11/2016 | | M | 11,710 | (5) (5) | Common Stock | 11,710 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Keller Deborah L 210 CARNEGIE CENTER PRINCETON, NJ 08541 | | | CEO, Covance Drug Development | |

Signatures

/s/ F. Samuel Eberts III, Attorney-in-Fact for Deborah L. Keller
Date: 03/15/2016

__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 withholding obligations.
- (3) The Restricted Stock Units vest in three equal annual installments beginning on 3/11/16.
- (4) This number reflects the aggregate number of Restricted Stock Units held by the reporting person.
- (5) The Restricted Stock Units vest in two equal annual installments beginning on 3/11/16.

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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