

Uthgenannt Lisa J
Form 4
February 14, 2019

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 *
Uthgenannt Lisa J

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)
210 CARNEGIE CENTER
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Human Resources Officer

PRINCETON, NJ 08541
(City) (State) (Zip)

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

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	02/12/2019		M		256	A	①	4,592.0782	D	
Common Stock	02/12/2019		F②		103	D	\$ 146.59	4,489.0782	D	

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

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SEC 1474 (9-02)

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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 Underlying Security (Instr. 3 and 4)
Restricted Stock Unit	(1)	02/12/2019		M	256	(3) (3)	Common Stock
Restricted Stock Unit	(1)	02/12/2019		A	930	(5) (5)	Common Stock
Non-qualified Stock Options (6)	\$ 146.59	02/12/2019		A	3,800	02/12/2020(7) 02/11/2029	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Uthgenannt Lisa J 210 CARNEGIE CENTER PRINCETON, NJ 08541			Chief Human Resources Officer	

Signatures

/s/ Sandra D. van der Vart, Attorney-in-Fact for Lisa J. Uthgenannt
Date: 02/14/2019

__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 that have vested were part of a grant that vests in three equal annual installments beginning on 2/12/19.
- (4) This number reflects the aggregate number of Restricted Stock Units held by the reporting person.
- (5) The Restricted Stock Units vest in three equal annual installments beginning on 2/12/2020.
- (6) Employee stock option (right to buy) granted pursuant to the Laboratory Corporation of America Holdings 2016 Omnibus Incentive Plan.

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(7) The option vests in three equal 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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