

LABORATORY CORP OF AMERICA HOLDINGS
Form SC 13D/A
March 18, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 7)

LABORATORY CORPORATION OF AMERICA HOLDINGS

(Name of Issuer)

COMMON STOCK, \$0.10 PAR VALUE

(Title of Class of Securities)

5054OR 10 2

(CUSIP Number)

Peter R. Douglas
Davis Polk & Wardwell
450 Lexington Avenue
New York, NY 10017
Tel. No.: (212) 450-4000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 12, 2002

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1 (b)(3) or (4), check the following box [].

Note. This document is being electronically filed with the Commission using the EDGAR system. See Rule 13d-1 (a) for other parties to whom copies are to be sent.

*The remainder of this cover page should be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see

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the Notes).

Schedule 13D

CUSIP No. 5054OR 10 2

13D

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1	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS		
	Roche Holdings, Inc.	51-0304944	

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/>	(b) <input type="checkbox"/>

3	SEC USE ONLY		

4	SOURCE OF FUNDS		
	WC		

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e).		<input type="checkbox"/>

6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		

	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER	3,005,074 shares of Common Stock
		8 SHARED VOTING POWER	N/A
		9 SOLE DISPOSITIVE POWER	3,005,074 shares of Common Stock
		10 SHARED DISPOSITIVE POWER	N/A

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	3,005,074 shares of Common Stock		

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	4.24% of Common Stock		

14	TYPE OF REPORTING PERSON		
	CO		

The following information amends and supplements the Schedule 13D dated April 28, 1995, as previously amended (as so amended, the "Schedule 13D").

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended by adding the following:

On March 12, 2002, Holdings sold 7.0 million shares of the Company's Common Stock in an underwritten public offering at a price of \$86.50 per share (less underwriting discounts and commissions). On March 18, 2002, Holdings sold an additional 700,000 shares of the Company's Common Stock pursuant to the exercise in full of the underwriters' over-allotment option at a price of \$86.50 per share (less underwriting discounts and commissions).

Item 5. Interest in Securities of the Issuer

After giving effect to the sales described in Item 4, Holdings beneficially owns 3,005,074 shares or approximately 4.24% of the Company's Common Stock.

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and accurate.

Dated: March 18, 2002

ROCHE HOLDINGS, INC.

By: /s/ Marcel Kohler

Name: Marcel Kohler
Title: Secretary

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