LAI GOLDMAN MYLA Form 5 February 14, 2003

ON	MB APPROVAL		
OMB Number	<u>.</u>	3235-	-0362
Expires:	January	31,	200
Estimated	average bur	den	
hours per	response		. 1.0

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*
Lai-	Goldman, Myla P.
(	Last) (First) (Middle)
c/o	Laboratory Corporation of America Holdings, 430 South Spring Street
	(Street)
Burl	ington, North Carolina 27215
(	City) (State) (Zip)
2.	Issuer Name and Ticker or Trading Symbol
Labo	oratory Corporation of America Holdings ("LH")
3.	IRS Identification Number of Reporting Person, if an Entity (Voluntary)
4.	Statement for Month/Year
Dece	ember 31, 2002

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

Relationship of Rep (Check all applicab		to Issuer				
[_] Director [X] Officer (give Executive Vice Pre	title below) sident, Chief Sc	[_]	10% Owner Other (specify Loer and Medica			
. Individual or Joint (Check applicable 1						
[X] Form Filed by			on 			
					==	
Table I No:	n-Derivative Sec or Benefici ======	ally Owned			==	
	2.	2A. Deemed		4. Securities or Dispose (Instr. 3,	d of (D	)
1. Title of Security (Instr. 3)	Date	Execution Date, if any (Month/ Day/Year)	3. Transaction Code (Instr. 8)	(A) Amount or (D)	Price	
ommon Stock	1/7/02		A	11,900	А	
ommon Stock	2/14/02 		A	17,600	A	

\_\_\_\_\_\_

- (1) Amount shown reflects a 2-for-1 stock split effective on May 10, 2002. Includes 442.2659 shares acquired on June 28, 2002 and 520.5865 shares acquired on December 31, 2002 under the Laboratory Corporation of America Holdings stock purchase plan.
- (2) Dr. Lai-Goldman disclaims beneficial ownership of the 2,000 shares of common stock held in her daughter's name.

(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 Security		action Date	Date, if	Transaction	5. Number of Derivative Securities Acquired (A) of Disposed of (D) (Instr. 3, 4 a)
(Instr. 3)				(Instr.8)	(A) (D
Non-Qualified Stock Option (2)	\$78.68			A	17,700
Non-Qualified Stock Option (4)					25,200

Title and Amount of Underlying Securities (Instr. 3 and 4)	Underlying Arities Str. 3 and 4)		9. Number of Derivative Securities	10. Ownership of Derivative	
Title		Price of Derivative Security (Instr. 5)		Security: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	•	\$78.68	35,400 (6)	D	
Common	25,200	\$87.06	50,400 (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	
Myla P. Lai-Goldman	

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

 $^{\star}$  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).

Note: File three copies of this form, one of which must be manually signed. If space provided 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 control number.

Page 2