

LABORATORY CORP OF AMERICA HOLDINGS
Form DEF 14A
March 24, 2009

SCHEDULE 14A

(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

<input type="checkbox"/>	Preliminary Proxy Statement	<input type="checkbox"/>	CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14A-6(E)(2))
<input checked="" type="checkbox"/>	Definitive Proxy Statement		
<input type="checkbox"/>	Definitive Additional Materials		
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Laboratory Corporation of America Holdings

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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(3) Filing Party:

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Laboratory Corporation of America® Holdings

358 South Main Street

Burlington, NC 27215

Telephone: 336-229-1127

March 24, 2009

Dear Stockholder:

You are cordially invited to attend the 2009 Annual Meeting of Stockholders of Laboratory Corporation of America Holdings. The meeting will be held at The Paramount Theater, 128 East Front Street, Burlington, NC 27215, on Wednesday, May 6, 2009 at 9:00 a.m., Eastern Daylight Time.

The attached Notice of the Annual Meeting and Proxy Statement provide information concerning the matters to be considered at the meeting.

The Board of Directors recommends that the Company's stockholders approve each of the proposals set forth in the Notice. The enclosed Proxy Statement sets forth more detailed information regarding these proposals. Please carefully review the information in the Proxy Statement.

Whether or not you plan to attend the meeting in person, your shares should be represented and voted at the meeting. This year, we are continuing the practice of using the U.S. Securities and Exchange Commission rule that allows companies to furnish their proxy materials over the Internet. As a result, we are mailing the Company's shareholders a notice of Internet availability of the Company's proxy materials instead of a paper copy of this proxy statement and the Company's 2008 Annual Report. The notice contains instructions on how to access those documents over the Internet. The notice also contains instructions on how shareholders can receive a paper copy of the Company's proxy materials, including this proxy statement, the Company's 2008 Annual Report and a form of proxy card or voting instruction card. We believe that this process will conserve natural resources and reduce the costs of printing and distributing the Company's proxy materials.

After reading the Proxy Statement, you may vote by proxy over the Internet or by telephone, or, if you receive paper copies of the proxy materials by mail, you can also vote by mail by following the instructions on the proxy card or voting instruction card. You may revoke your proxy at any time before it is exercised by sending a written notice that you would like to revoke your proxy to the Company at 358 South Main Street, Burlington NC 27215, Attention: F. Samuel Eberts III, by submitting a new proxy, or by attending the meeting and voting in person.

Sincerely,

David P. King

President and Chief Executive Officer

LABORATORY CORPORATION OF AMERICA HOLDINGS

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To the Stockholders of

Laboratory Corporation of America Holdings:

Notice is hereby given that the 2009 Annual Meeting (the Annual Meeting) of the Stockholders of Laboratory Corporation of America Holdings (the Company) will be held at The Paramount Theater, 128 East Front Street, Burlington, NC 27215, on Wednesday, May 6, 2009 at 9:00 a.m., Eastern Daylight Time, for the following purposes:

1. To elect the members of the Company s Board of Directors to serve until the Company s next annual meeting and until such directors successors are elected and shall have qualified;
2. To ratify the Audit Committee s appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for the year ending December 31, 2009; and
3. To take such other action as may properly come before the Annual Meeting or any adjournments thereof.

The accompanying proxy statement describes the matters to be considered at the Annual Meeting. Only stockholders of record at the close of business on March 13, 2009 are entitled to notice of, and to vote at, the Annual Meeting and at any adjournments thereof.

By Order of the Board of Directors

F. Samuel Eberts III
Secretary

March 24, 2009

PLEASE CAST YOUR VOTE USING THE INTERNET OR TELEPHONE VOTING OPTIONS AS SOON AS POSSIBLE, OR, IF REQUESTED, COMPLETE, SIGN, AND DATE THE PROXY CARD, AND RETURN IT PROMPTLY. THIS WILL ENSURE THAT YOUR SHARES ARE VOTED IN ACCORDANCE WITH YOUR WISHES.

LABORATORY CORPORATION OF AMERICA HOLDINGS

358 SOUTH MAIN STREET

BURLINGTON, NORTH CAROLINA 27215

PROXY STATEMENT

This Proxy Statement is being furnished in connection with the solicitation by the Board of Directors of Laboratory Corporation of America Holdings, a Delaware corporation (the "Company"), of proxies to be voted at the 2009 Annual Meeting of Stockholders to be held at The Paramount Theater, 128 East Front Street, Burlington, NC 27215, on Wednesday, May 6, 2009 at 9:00 a.m., Eastern Daylight Time, and at any adjournments thereof (the "Annual Meeting"). The Company's Board of Directors has made this Proxy Statement and the accompanying Notice of Annual Meeting available on the Internet. The Company mailed a Notice of Internet Availability of Proxy Materials (the "Notice") to each of the Company's stockholders entitled to vote at the Annual Meeting on or about March 24, 2009.

At the Annual Meeting, the Company's stockholders will be asked (i) to elect the following persons as directors of the Company to serve until the Company's next annual meeting and until such directors' successors are elected and shall have qualified: Thomas P. Mac Mahon, Kerrii B. Anderson, Jean-Luc Bélingard, David P. King, Wendy E. Lane, Robert E. Mittelstaedt, Jr., Arthur H. Rubenstein, MBBCh, M. Keith Weikel, Ph.D. and R. Sanders Williams, M.D.; (ii) to ratify the Audit Committee's appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2009; and (iii) to take such other action as may properly come before the Annual Meeting or any adjournments thereof.

GENERAL INFORMATION

Electronic Delivery of Proxy Materials

Pursuant to the rules adopted by the Securities and Exchange Commission (the "SEC"), the Company has elected to provide access to the Company's proxy materials over the Internet. Accordingly, the Notice was sent on or about March 24, 2009 to each of the Company's stockholders of record at the close of business on March 13, 2009. All stockholders may access the proxy materials on the website referred to in the Notice. Stockholders may also request to receive a printed set of the proxy materials. Instructions on how to access the proxy materials over the Internet or to request a printed copy can be found on the Notice. In addition, by following the instructions in the Notice, stockholders may request to receive proxy materials in printed form by mail or electronically by e-mail on an ongoing basis.

Choosing to receive your future proxy materials by e-mail will save the Company the cost of printing and mailing documents to you and will reduce the impact of the Company's annual meetings on the environment. If you choose to receive future proxy materials by e-mail, you will receive an e-mail next year with instructions containing a link to those materials and a link to the proxy voting site. Your election to receive proxy materials by e-mail will remain in effect until you terminate it.

Solicitation and Voting of Proxies; Revocation; Record Date

All proxies duly executed and received by the Company will be voted on all matters presented at the Annual Meeting in accordance with the instructions given therein by the person executing such proxy or, in the absence of such instructions, will be voted in favor of the election to the Company's Board of Directors of the nine nominees for director identified in this Proxy Statement, and for the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2009. Any

stockholder may revoke his/her proxy at any time prior to the Annual Meeting before it is voted by written notice to such effect delivered to the Company at 358 South Main Street, Burlington, North Carolina 27215, Attention: F. Samuel Eberts III, Secretary, by delivery prior to the Annual Meeting of a properly executed and subsequently dated proxy or by attending the Annual Meeting and voting in person.

Solicitation of proxies may be made by mail and may also be made by personal interview, telephone, e-mail and facsimile transmission, and by directors, officers, and regular employees of the Company without special compensation therefor. The Company will bear the expenses to prepare proxy materials and to solicit proxies for the Annual Meeting. The Company expects to reimburse banks, brokers, and other persons for their reasonable, out-of-pocket expenses in handling proxy materials for beneficial owners.

Only holders of record of common stock of the Company (the Common Stock) at the close of business on March 13, 2009 (the Record Date) will be entitled to notice of, and to vote at, the Annual Meeting. At the close of business on the Record Date, there were issued and outstanding 108,334,588 shares of Common Stock. Holders of Common Stock as of the Record Date will be entitled to one vote per share at the Annual Meeting.

A quorum for the Annual Meeting consists of a majority of the total number of shares of Common Stock outstanding on the Record Date and entitled to vote, present in person or represented by proxy. In accordance with the Company's Amended and Restated By-Laws (the By-Laws), director nominees must receive a majority of the votes cast for the election of directors, which under the By-Laws means that the number of shares voted FOR a director must exceed 50% of the votes cast with respect to that director. The Board has adopted a policy that a director who does not receive the required vote for election as provided in the By-Laws will submit his or her resignation for consideration by the Board. The affirmative vote of a majority of shares of Common Stock represented at the Annual Meeting and entitled to vote is required for the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2009. An abstention will have no effect on the election of the directors, but will have the same effect as a vote against the other proposals scheduled for the Annual Meeting. A broker non-vote will have no effect on the proposals scheduled for the Annual Meeting. Broker non-votes occur when brokers do not receive voting instructions from their customers and the broker does not have discretionary voting authority with respect to a proposal. If a shareholder holds shares through a broker, bank or other nominee and does not give instructions as to how to vote, the broker may have authority to vote on certain routine items, but not on other items.

As of March 13, 2009, the directors and executive officers of the Company beneficially owned an aggregate of 1,409,293 shares of Common Stock, representing approximately 1.3% of the total number of shares of Common Stock outstanding and entitled to vote.

The Board of Directors of the Company recommends that stockholders vote FOR the election of each of the nominees for director of the Company (as specified below) and the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2009.

PROPOSAL ONE: ELECTION OF DIRECTORS

The Company's directors will be elected at the Annual Meeting to serve until the next succeeding annual meeting of the Company and until their successors are elected and have been qualified. The Board of Directors is currently comprised of the nominees listed below and Bradford T. Smith, who is not standing for reelection. Except as herein stated, the proxies solicited hereby will be voted FOR the election of such nominees unless the completed proxy card directs otherwise.

Pursuant to Section 303A.02 of the New York Stock Exchange (NYSE) Listing Standards (the Listing Standards), in order for a director to qualify as independent, the Board of Directors must affirmatively determine that the director has no material relationship with the Company that would impair the director's independence. The Listing Standards permit the Board of Directors to adopt categorical standards to be used in connection with this purpose, and the Board of Directors has adopted the standards set forth on Annex I for determining whether there is a material relationship that would impair independence.

The Board of Directors has determined that Ms. Anderson, Mr. Bélingard, Ms. Lane, Mr. Mittelstaedt, Dr. Rubenstein, Dr. Weikel and Dr. Williams each qualify as independent as defined in the Listing Standards. Mr. Mac Mahon is not independent because he was the Company's Chief Executive Officer until his retirement on December 31, 2006. Further, Mr. King (the Company's Chief Executive Officer) is not independent as he is an employee of the Company and Mr. Smith is not independent as he served as the Company's Executive Vice President and Chief Legal Officer until December 31, 2008.

The Board of Directors has been informed that all of the nominees listed below are willing to serve as directors, but if any of them should decline or be unable to act as a director, the individuals named in the proxies may vote for a substitute designated by the Board of Directors. The Company has no reason to believe that any nominee will be unable or unwilling to serve.

Nominees For Election As Directors

The name, age as of March 13, 2009, principal occupation for the last five years, selected biographical information, and period of service as a director of the Company of each nominee are set forth below:

Thomas P. Mac Mahon (62) has served as Chairman of the Board and a director since April 28, 1996. Prior to such date and since April 28, 1995, he served as the Vice Chairman and a director. Mr. Mac Mahon was President and Chief Executive Officer and a member of the Executive and Management Committees of the Company from January 1997 until his retirement on December 31, 2006. Mr. Mac Mahon was Senior Vice President of Hoffmann-La Roche Inc. (Roche) from 1993 to December 1996 and President of Roche Diagnostics Group and a director and member of the Executive Committee of Roche from 1988 to December 1996. Mr. Mac Mahon is a director, Chairman of the Governance Committee and Compensation Committee member of Express Scripts, Inc. Mr. Mac Mahon currently serves as Chairman, director and a member of the Compensation Committee of PharMerica Corporation, and a director of Golden Pond Healthcare.

Kerri B. Anderson (51) has served as a director of the Company since May 17, 2006. Ms. Anderson was Chief Executive Officer of Wendy's International, Inc., a restaurant operating and franchising company from April 2006 until September 2008 when the company was merged with Triarc. Ms. Anderson served as Executive Vice President and Chief Financial Officer of Wendy's International from 2000 to 2006. Prior to this position, she was Chief Financial Officer, Senior Vice President of M/I Schottenstein Homes, Inc. from 1987 to 2000. Ms. Anderson serves on the financial committee of Columbus Foundation and Ohio Health. Ms. Anderson was a director of Wendy's International from 2006 until September 30, 2008.

Jean-Luc Bélingard (60) has served as a director of the Company since April 28, 1995. Mr. Bélingard is Chairman and Chief Executive Officer of Ipsen SA, a diversified French health care holding company, and has served in that position since 2001. Prior to this position, Mr. Bélingard was Chief Executive Officer from 1999 to

2001 of bioMérieux-Pierre Fabre, a diversified French health care holding company, where his responsibilities included the management of that company's worldwide pharmaceutical and cosmetic business. Mr. Bélingard is a director of Celera Corporation, a former division of Applera Corporation, Norwalk, Connecticut, a director and member of the Compensation Committee of bioMérieux SA, and a director and member of the Compensation Committee of Nicox (France). Mr. Bélingard was a director of Applera Corporation, Norwalk, Connecticut from 1993 to June 2008.

David P. King (52) has served as President and Chief Executive Officer and a director of the Company since January 1, 2007. Prior to that date, Mr. King served as Executive Vice President and Chief Operating Officer from December 2005 to January 2007, as Executive Vice President of Strategic Planning and Corporate Development from January 2004 to December 2005 and was hired in September 2001 as Senior Vice President, General Counsel and Chief Compliance Officer. Mr. King is a member of the Management Committee of the Company. Prior to joining the Company, he was a partner with Hogan & Hartson LLP in Baltimore, Maryland from 1992 to 2001.

Wendy E. Lane (57) has been a director of the Company since November 1996. Ms. Lane has been Chairman of Lane Holdings, Inc., an investment firm, since 1992. Prior to forming Lane Holdings, Inc., Ms. Lane was a Principal and a Managing Director of Donaldson, Lufkin & Jenrette, an investment banking firm, serving in these and other positions from 1980 to 1992. Ms. Lane is also a director and Audit Committee member of both Willis Group Holdings, Ltd. and UPM-Kymmene Corporation, and a Trustee of the U.S. Ski and Snowboard Team Foundation.

Robert E. Mittelstaedt, Jr. (65) has been a director of the Company since November 1996. Mr. Mittelstaedt is Dean and Professor of the W.P. Carey School of Business at Arizona State University. Prior to June 30, 2004, he was Vice Dean, Executive Education of The Wharton School of the University of Pennsylvania and director of the Aresty Institute of Executive Education, an executive education program affiliated with The Wharton School of the University of Pennsylvania. Mr. Mittelstaedt had served with The Wharton School since 1973, with the exception of the period from 1985 to 1989 when he founded, served as President and Chief Executive Officer, and sold Intellego, Inc., a company engaged in practice management, systems development, and service bureau billing operations in the medical industry. Mr. Mittelstaedt serves as a director of W.P. Carey & Co., LLC and also serves as a director and Compensation Committee member of Innovative Solutions & Support, Inc.

Arthur H. Rubenstein, MBBCh (71) has served as a director of the Company since August 1, 2004. Dr. Rubenstein is the Dean of the University of Pennsylvania School of Medicine and Executive Vice President for the University of Pennsylvania Health System. Previously, Dr. Rubenstein was Dean and Gustave L. Levy Distinguished Professor at the Mount Sinai School of Medicine in New York from 1997 to 2001. He has also been a faculty member and chairman of the Department of Medicine at the University of Chicago. He is a distinguished member of the American Academy of Arts and Sciences and the American Association for the Advancement of Science. Dr. Rubenstein serves as a director of Glycadia and the Association of Academic Health Centers.

M. Keith Weikel, Ph.D. (71) has served as a director of the Company since July 16, 2003. On December 31, 2006, Dr. Weikel retired as a Senior Executive Vice President and Chief Operating Officer of Manor Care, Inc., a health-care provider company, where he began his career in 1984 with Manor HealthCare Corporation, an operating subsidiary of Manor Care, Inc. Dr. Weikel is currently a member of the Federation of American Hospitals and the Alliance for Quality Long Term Care and serves as Director Emeritus for Manor Care, Inc. and as a director for Direct Supply, Inc.

R. Sanders Williams, M.D. (60) has served as a director of the Company since May 16, 2007. Dr. Williams was appointed Senior Vice Chancellor of the School of Medicine at Duke University in 2007 overseeing both the Duke School of Medicine and the Duke-NUS Graduate Medical School Singapore. Dr. Williams also serves as

Senior Advisor for International Strategy for Duke University, advising on international ventures and global academic issues to University officials.

Prior to these appointments, Dr. Williams served as Dean of the Duke School of Medicine for six years. Dr. Williams has served as president of the Association of University Cardiologists, Chairman of the Research Committee of the American Heart Association, on the editorial boards of *Science*, *Journal of Clinical Investigation*, *American Journal of Physiology*, *Circulation* and *Circulation Research*, on the Advisory Committee to the Director of the National Institutes of Health and the Board of External Advisors of the National Heart, Lung and Blood Institute. He is a Director on the corporate board of Bristol-Myers Squibb, a member of the Institute of Medicine of the National Academy of Sciences, and a Fellow of the American Association for the Advancement of Science.

The Board of Directors of the Company recommends that stockholders vote FOR the election of each of the nominees for director listed above.

The following biographical information is being provided for Mr. Smith who will serve as Vice Chairman of the Board until the Annual Meeting on May 6, 2009 and is not standing for reelection at the Annual Meeting.

Bradford T. Smith (55) has served as Vice Chairman and a director since January 1, 2007. Mr. Smith served as Executive Vice President, Chief Legal Officer, and Secretary from September 2001 until his retirement on December 31, 2008 and previously was Executive Vice President, General Counsel, and Secretary since April 1995. He served as the Company's Chief Compliance Officer from August 1996 to September 2001 and from January 2004 to December 31, 2008. Mr. Smith oversaw the Company's Public Affairs, Human Resources, Law, Compliance, Public Policy, Audit, Risk Management, DNA Identification, Clinical Trials, and Licensing operations. Mr. Smith was a member of the Executive and Management Committees of the Company. Previously, Mr. Smith held various senior management positions with Roche including Assistant General Counsel from 1988-1995.

Board of Directors and its Committees

During 2008, the Board of Directors held twelve meetings and acted five times by unanimous written consent. The Compensation Committee held three meetings; the Audit Committee held seven meetings; the Nominating and Corporate Governance Committee held three meetings; and the Quality and Compliance Committee held five meetings. All of the committees are comprised entirely of independent directors as defined in the Listing Standards. During 2008, none of the directors attended fewer than 90% of the total meetings of the Board of Directors and the committees of which he or she was a member.

On October 16, 2002, the Board of Directors began holding executive sessions without Company management and non-independent director participation. These sessions are generally held at each regularly scheduled meeting of the Board of Directors and at each special meeting upon the request of a majority of the independent directors attending the special meeting. Section 15 of the Corporate Governance Guidelines was amended by the Board of Directors with respect to the executive sessions to provide as follows: The independent Directors shall meet on a periodic basis, but no less than four times a year on the same day as the regularly scheduled Board meetings. These meetings shall be chaired by one of the independent directors who shall be elected by a majority vote of the other independent directors immediately following each annual shareholders meeting. In 2008, the Board of Directors elected Mr. Mittelstaedt to chair meetings of the independent directors, as well as meetings of the non-management directors. In 2008, the Board held executive sessions of independent directors and executive sessions of non-management directors from time to time to discuss compensation, succession planning and other matters.

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Members of the Board of Directors are encouraged to and usually attend the annual meeting of stockholders. Five of the independent, non-management directors, and Messrs. Mac Mahon, King and Smith attended the 2008 annual meeting.

The Board of Directors has an Audit Committee, a Compensation Committee, a Quality and Compliance Committee, and a Nominating and Corporate Governance Committee, the Charters for which are available in print to any shareholder upon request and are also available on the Company's website at www.labcorp.com on the Investor Relations page under the Corporate Governance Tab. The Committees of the Board of Directors review their respective Charters on an annual basis.

Audit Committee

The Audit Committee, consisting of Ms. Anderson (Committee Chair), Ms. Lane, Mr. Mittelstaedt and Dr. Rubenstein, is responsible for the selection, appointment, compensation and oversight of the work of any registered public accounting firm employed by the Company and assists in Board oversight of the integrity of the financial statements of the Company; the compliance by the Company with legal and regulatory requirements as they impact the Company's financial statements or reporting systems; the production of an audit committee report as required by the Securities and Exchange Commission (the SEC) to be included in the Company's annual proxy statement; the qualifications and independence of the Company's independent registered public accounting firm and the oversight of the Company's internal audit functions, internal controls, and independent registered public accounting firm. The Audit Committee was established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934.

Compensation Committee

The Compensation Committee, consisting of Ms. Anderson, Mr. Bélingard and Dr. Weikel (Committee Chair) is responsible for:

reviewing the Company's compensation and benefit policies and objectives, including any perquisites paid to the Company's Chief Executive Officer (CEO), other executive officers and directors;

annual reviews and recommendations to the full Board for approval of the corporate goals and objectives relevant to CEO compensation, evaluation of the CEO's performance in light of those goals and objectives, and recommendations to the full Board for the compensation paid to the CEO and other executive officers;

review and recommendations to the full Board for approval of any employment agreements entered into between the Company and any executive officer and annual review thereof, including any perquisites and other personal benefits provided to executive officers;

annual review and recommendations to the full Board for approval of compensation paid to the Company's directors;

review and oversight of the Company's incentive compensation and equity plans; and

production of a compensation committee report as required by the SEC to be included in the Company's annual proxy statement.

The Committee has the sole authority to retain and terminate any compensation consultant to be used to assist in evaluating executive officer compensation. During 2008, the Committee retained Frederic W. Cook & Co., Inc. as an outside compensation consultant to assist in evaluating the Company's executive compensation programs. Frederic W. Cook & Co., Inc. does no other work for the Company or its management. The outside compensation consultant reported directly to the Committee during 2008. At the request of the Committee, in December 2007, in anticipation of setting the 2008 compensation, Frederic W. Cook & Co., Inc. provided the Committee with an annual update on emerging market trends and best practices in long-term incentive compensation. In connection with the Committee's review, the compensation consultant also

advised the Committee on the continued use of a peer group that was originally set in 2006. The consultant's role in recommending the amount or form of executive compensation paid to the Company's named executive officers during 2008 is described in the Compensation Discussion and Analysis Elements of Compensation section below.

The Committee may form and delegate authority to subcommittees as it determines necessary or advisable. The Compensation Committee has also delegated to the CEO, Mr. King, the design of the annual incentive plans for the other executive officers, including the named executive officers, using targets established by the Compensation Committee and based on discussions between Mr. King and the members of the Compensation Committee. For a discussion of Mr. King's role in determining or recommending the executive compensation paid to the Company's named executive officers during 2008, see the Compensation Discussion and Analysis Elements of Compensation section below.

Quality and Compliance Committee

The Quality and Compliance Committee, consisting of Mr. Bélingard, Dr. Rubenstein (Committee Chair), Dr. Weikel and Dr. Williams, is responsible for assisting the Board in carrying out its oversight responsibility with respect to quality and compliance issues and oversight of management's efforts to adopt and implement policies and procedures that require the Company's employees to act in accordance with high ethical standards, to deliver high quality services and to ensure compliance with health care and other legal requirements of the Company.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee, consisting of Mr. Mittelstaedt (Committee Chair), Ms. Lane, and Dr. Williams, is responsible for assisting the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board and by recommending to the Board the director nominees for the next annual meeting of stockholders; for developing and recommending to the Board a set of corporate governance principles applicable to the Company; for leading the Board in its annual review of the Board's performance; and for recommending to the Board director nominees for each Board committee.

Corporate Governance Guidelines and Code of Business Conduct and Ethics

The Board of Directors annually reviews the Company's Corporate Governance Guidelines (the Guidelines) and Code of Business Conduct and Ethics (the Code). The Guidelines address a number of topics, including composition of the Board of Directors, director independence, Board of Directors and Committee self-assessment, retirement, evaluation of the Chief Executive Officer, and succession planning. The Nominating and Corporate Governance Committee reviews the Guidelines on a regular basis and any proposed additions or amendments to the Guidelines are submitted to the Board of Directors for its consideration.

The Code is a code of business conduct and ethics applicable to all directors, officers and employees of the Company. The Code sets forth Company policies and expectations on a number of topics, including but not limited to, conflicts of interest, confidentiality, compliance with laws (including insider trading laws), preservation and use of Company assets, and business ethics. The Code also sets forth procedures for communicating and handling any potential conflict of interest (or the appearance of any conflict of interest and have enhanced annual procedures for verifying compliance with the Code for directors and executive officers) and for the confidential communication and handling of issues regarding accounting, internal controls and auditing matters. Management of the Company regularly reviews the Code and may propose additions or amendments to the Code to be considered for approval by the Audit Committee, the Quality and Compliance Committee and the Board of Directors. Additionally, the Audit Committee and the Quality and Compliance Committee review the Code and may propose additions or amendments to the Code to be considered for approval by the Board of Directors.

To provide stockholders with greater knowledge regarding the Board of Directors' processes, the Guidelines and the Code adopted by the Board of Directors are available in print to any shareholder upon request and are also posted on the Company's website at www.labcorp.com on the Investor Relations page under the Corporate Governance tab. In addition, any amendment to the Code or any waiver of the Code that applies to

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Company's Chief Executive Officer, Chief Financial Officer, principal accounting officer or controller, or persons performing similar functions, will be posted on the Company's website.

Related Party Transactions

In accordance with the Company's Audit Committee charter, the Audit Committee is responsible for reviewing and approving the terms and conditions of all related party transactions. It is the Company's policy that any related party transaction needs to be approved by the Audit Committee prior to the Company entering into such transaction. The Company's senior management annually reports to the Company's Audit Committee all related parties that are employed by the Company and related parties that are employed by other companies with whom the Company had a material relationship during that year, if any.

All directors and officers are required to provide a written certification each year with respect to their knowledge of related party transactions. The Audit Committee's review of related party transactions, including the information in the report to the Audit Committee and the written certifications, encompasses transactions with related persons within the meaning of Item 404(a) of Regulation S-K as promulgated by the Securities and Exchange Commission. The policies and procedures for handling related party transactions have not been adopted in a written form, and the Audit Committee has not developed enumerated standards to be applied. Instead, the Audit Committee reviews each potential related party transaction on its underlying merit.

On July 20, 2006, Mr. Mac Mahon entered into a consulting agreement with the Company effective January 1, 2007, (in this paragraph, Agreement), following the announcement of his retirement as President and CEO on December 31, 2006. The Agreement provided for additional services to be provided by Mr. Mac Mahon following the termination of his employment as CEO to assist the Company during a transition period. Mr. Mac Mahon remained as Chairman of the Board. The Agreement also provided for an additional five years of age for purposes of calculating pension benefits. The Agreement had an initial term of six months up to sixteen months and could be extended by the Company for an additional sixteen months. On February 28, 2008, the Company's Board of Directors renewed and extended this agreement effective May 1, 2008 through the Annual Meeting. See Director Compensation below for a further discussion of the compensation to Mr. Mac Mahon under the consulting agreement.

On October 15, 2008, Mr. Smith entered into a consulting agreement with the Company effective January 1, 2009, following the announcement of his retirement as Executive Vice President and Secretary on December 31, 2008. The agreement provides for additional services to be provided by Mr. Smith following the termination of his employment as Executive Vice President and Secretary to assist the Company during a transition period. Mr. Smith will remain as Vice Chairman of the Board until the Annual Meeting. Under the agreement, Mr. Smith will receive \$7,500 per month for consulting services provided. The agreement provides for an unreduced benefit at age 55 under the Company's Pension Equalization Plan. The agreement had an initial term of one year and can be extended by the Company on a month to month basis thereafter.

On December 31, 2008, Dr. Lai-Goldman entered into a consulting agreement with the Company effective January 1, 2009 through April 30, 2009 following the announcement of her retirement as Executive Vice President, Chief Medical Officer on December 31, 2008. The agreement provides for additional services to be provided by Dr. Lai-Goldman following the termination of her employment as Executive Vice President, Chief Medical Officer to assist the Company during a transition period. Under the agreement, Dr. Lai-Goldman will receive \$5,000 per month for consulting services provided.

Board Evaluation

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Each year, the Board of Directors conducts a self-assessment of its performance and effectiveness. This process commences with each director completing a Board Evaluation Questionnaire. This questionnaire was developed by the Nominating and Corporate Governance Committee and provides for a range of grades and trend indicators to be completed by each director, as well as written commentary.

The collective ratings and comments of the directors are compiled and presented by the Chair of the Nominating and Corporate Governance Committee to the full Board of Directors for discussion, for the assessment of progress in the areas targeted for improvement a year earlier, and for the development of recommendations to enhance the Board of Directors' effectiveness over the next year.

In addition, each Board Committee conducted a self-evaluation of its performance for fiscal 2008, with performance criteria for each Committee developed on the basis of its purposes and mission, as set forth in its charter and developed recommendations and a follow-up plan similar to that of the Board of Directors as a whole.

Identification and Evaluation of Individual Director Candidates

The Nominating and Corporate Governance Committee recommends a slate of directors to the Board of Directors for election by the Company's stockholders at each annual meeting of stockholders and recommends candidates to the Board of Directors to fill vacancies on the Board of Directors.

When evaluating prospective candidates for director, including those nominated by stockholders, the Nominating and Corporate Governance Committee conducts individual evaluations against the criteria enumerated in the Company's Corporate Governance Guidelines. These criteria include, but are not limited to: personal and professional integrity; interest, capacity and willingness to serve the long-term interests of the Company's stockholders; ability and willingness to devote the required amount of time to the Company's affairs, including attendance at Board and Committee meetings; exceptional ability and judgment; and freedom from personal and professional relationships that would adversely affect the ability to serve the best interests of the Company and its stockholders. The goal is to ensure that the Board composition reflects a balance of skills, experiences, diversity and expertise in the context of the Company's business needs. Director candidates, other than sitting directors, may be interviewed by the Chairman of the Nominating and Corporate Governance Committee, other directors, the Chief Executive Officer and the Corporate Secretary. The results of those interviews, as well as any other materials received by the Nominating and Corporate Governance Committee that the Committee deems appropriate, are considered by the Committee in making its recommendation to the Board of Directors.

If needed, the Company may pay a professional search firm to assist the Nominating and Corporate Governance Committee in identifying, evaluating and conducting due diligence on potential nominees for Board vacancies. The Nominating and Corporate Governance Committee is authorized to engage one or more firms, at the Company's expense, to provide similar services in the future, however, no such engagement occurred in 2008.

In addition to finding prospective candidates for director through a professional search firm or upon recommendations received from non-management directors, the Nominating and Corporate Governance Committee will consider properly submitted nominations for Board of Directors candidates made by stockholders. A stockholder may recommend a person for nomination to the Board of Directors at the 2010 annual meeting of stockholders by giving notice thereof and providing certain information set forth in the Company's By-Laws, in writing, to the Corporate Secretary of the Company at 358 South Main Street, Burlington, NC 27215. Such nominations must be received no earlier than January 6, 2010 and no later than March 7, 2010. The By-Laws may be obtained free of charge by writing to the Company's Corporate Secretary and were as Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on March 31, 2008.

Communications with the Board

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Stockholders and interested parties may communicate with the Board of Directors, individually or as a group by submitting written communications to the appropriately addressed Board member(s), c/o Corporate Secretary, Laboratory Corporation of America Holdings, 358 South Main Street, Burlington, North Carolina 27215.

Pursuant to the direction of the Board of Directors, all communications received in accordance with the above procedure will be reviewed initially by the Corporate Secretary, who will relay all such communications to the appropriate director or directors unless the communication:

is an advertisement or other commercial solicitation or communication;

is obviously frivolous or obscene;

is unduly hostile, threatening, illegal; or

relates to trivial matters (in which case it will be delivered to the intended recipient for review at the next regularly scheduled Board meeting).

The director or directors who receive any such communication has the discretion to determine whether the subject matter of the communication should be brought to the attention of the full Board of Directors, to one or more of its committees or to the Company's management and whether or not a response to the person sending the communication is appropriate. Any response will be made through the Company's Corporate Secretary in accordance with the Company's policies and procedures and applicable law and regulations relating to the disclosure of information.

The Nominating and Corporate Governance Committee, comprised entirely of independent, non-management directors, has reviewed and approved the foregoing process and has been delegated the responsibility by the full Board of Directors for reviewing the effectiveness of these procedures from time to time and, as necessary, recommending changes.

EXECUTIVE OFFICERS

The following table sets forth as of the date hereof the Executive Officers of the Company.

Name	Age	Office
David P. King	52	President and Chief Executive Officer
Don M. Hardison	58	Executive Vice President, Chief Operating Officer
William B. Hayes	43	Executive Vice President, Chief Financial Officer, and Treasurer
Andrew S. Walton	42	Executive Vice President, Strategic Planning and Corporate Development
James T. Boyle, Jr.	51	Senior Vice President, Managed Care, Occupational Testing
Mark E. Brecher, M.D.	52	Senior Vice President, Chief Medical Officer
F. Samuel Eberts III	49	Senior Vice President, Chief Legal Officer, Secretary
Lidia L. Fonseca	40	Senior Vice President, Chief Information Officer

In addition to Mr. King who is identified above under the heading Election of Directors, following is information on the business experience for each of these executive officers for at least the last five years.

Don M. Hardison has served as Executive Vice President, Chief Operating Officer since September 2007. Mr. Hardison is a member of the Management Committee of the Company and is responsible for the day-to-day supervision of all operations and sales of the Company. Prior to this date, Mr. Hardison was President, Chief Executive Officer and Director of EXACT Sciences Corporation, a developer of proprietary DNA-based technologies for use in the detection of cancer, from May 2000 to September 2007. Prior to that, Mr. Hardison held various senior management and sales positions with Siebel Systems, Inc., Quest Diagnostics Inc., SmithKline Beecham Corporation, and Smithkline Corporation.

William B. Hayes has served as Executive Vice President, Chief Financial Officer and Treasurer since June 2005. Prior to this date, Mr. Hayes was Senior Vice President, Finance since 2000. Mr. Hayes is a member of the Management Committee of the Company and is responsible for the day-to-day supervision of the finance and billing functions of the Company. Prior to joining the Company in 1996, Mr. Hayes was in the audit department at KPMG LLP for 9 years.

Andrew S. Walton has served as Executive Vice President, Strategic Planning and Corporate Development since January 2007. Mr. Walton oversees the Company's strategic planning department as well as the M&A and licensing departments. Additionally, Mr. Walton has operating responsibility for a number of the Company's esoteric business units: National Genetics Institute, Viro-Med, Endocrine Sciences, and Colorado Coagulation. He is a member of the Management Committee of the Company. Mr. Walton served as Chief Information Officer of the Company from May 2006 to May 2008 and Vice President of Strategic Planning from May 2005 to May 2006. Prior to joining the Company in 2005, Mr. Walton was a partner at Subsidiary Health Advisors, a healthcare consultancy, from 2002 to 2005.

James T. Boyle, Jr. has served as Senior Vice President Managed Care since May of 2006. In December of 2008, Mr. Boyle also assumed operating responsibility for the Company's Occupational Testing/Employer Group Services in his current role of Head of Managed Care/OTS. He is a member of the Company's Management Committee. Mr. Boyle previously held the position of Vice President of Managed Care from August 2004 to May, 2006. Prior to that Mr. Boyle was the Director of Litigation and Assistant General Counsel from 1999 to 2004. Prior to joining the Company in 1999, Mr. Boyle was engaged in the private practice of law for more than 15 years, specializing in litigation.

Mark E. Brecher joined the Company in March 2009 as Senior Vice President, Chief Medical Officer. Dr. Brecher is a member of the Company's Management Committee. Prior to joining the Company, Dr. Brecher served as Vice Chair of the Department of Pathology and Laboratory Medicine at the McLendon Clinical

Laboratories, University of North Carolina Hospitals from July 2006 to February 2009. From July 2003 to July 2006, Dr. Brecher was the Acting Director of the Laboratory Information Systems and the Director of Clinical Pathology. Dr. Brecher is a member of the editorial boards of Transfusion and Blood Therapies in Medicine and is an associate editor of the Journal of Clinical Apheresis. He is the immediate past chair of the Department of Health and Human Services Advisory Committee on Blood Safety and Availability and a past president of the American Society for Apheresis.

F. Samuel Eberts III has served as Senior Vice President, Chief Legal Officer, Secretary and Chief Compliance Officer since January 1, 2009. Prior to that time he served as Senior Vice President, General Counsel since August 2004. He is a member of the Company's Management Committee. Prior to joining the Company, he was Vice President, Secretary, and General Counsel of Stepan Company. Before joining Stepan Company, he was Assistant General Counsel for Cardinal Health, Inc. from 1998 to 2001 and Assistant General Counsel for Allegiance Healthcare Corporation (Allegiance Healthcare Corporation was purchased by Cardinal Health in 1998). Prior to that time he was Chief Counsel of the Biotech North America division of Baxter International Inc.

Lidia L. Fonseca joined the Company in May 2008 as Senior Vice President, Chief Information Officer. She is a member of the Company's Management Committee. Prior to joining the Company she served as Executive Vice President of Global Operations and Technology at Synarc Inc. from 2005 to early 2008. Prior to Synarc, Ms. Fonseca worked at Philips Medical Systems from 1997 to 2005 in various roles, including General Manager, eBusiness and CIO for the entire concern. Additionally, Ms. Fonseca served as Vice President, Supply Chain Management in the Nuclear Medicine Division from 2003-2005, managing the various factories to production and materials levels, and equipment installations.

COMPENSATION DISCUSSION AND ANALYSIS

Compensation Philosophy and Objectives. The Company's executive compensation philosophy is to reward the achievement and surpassing of specific short- and long-term operational and strategic goals. By paying for performance, we believe we align the Company's executive officers interests with those of the Company's stockholders. We believe that through an effective executive compensation program, we can be successful in attracting and retaining talented employees who will continue to increase the Company's financial performance over that of the Company's industry competitors and drive the continued creation of shareholder value.

To execute the Company's compensation philosophy, we adhere to the following principles:

variable compensation should comprise a significant part of an executive's total compensation, with the percentage at-risk highest for the executive officers;

both the size of compensation awards provided to executive officers and the realizable values of those awards should vary significantly with performance achievements;

an emphasis on stock-based compensation aligns the long-term interests of executive officers and stockholders;

compensation opportunities for executive officers must be evaluated against those offered by companies in similar industries and similar in size and scope of operations; and

differences in executive compensation within the Company should reflect varying levels of responsibility and/or performance.

Comprehensive Review of Compensation Program. For 2008 compensation, a competitive review of the Company's long-term incentive (LTI) opportunities was conducted by the Company's compensation consultant at the request of the Compensation Committee to ensure market competitiveness, consistency with emerging best practices, support of the business strategy and continued alignment with the interests of the Company's

shareholders. Based on the results of the competitive review, the Company adjusted the long-term incentive opportunities and modified the Company's LTI program design in terms of the mix of grant types. These adjustments are discussed in more detail below. The Company's compensation consultant also presented a review of total direction compensation targeted for 2007, consisting of salary, annual incentive and long-term incentives for the proxy officers at the publicly traded peer companies and used national survey data for executives for which there was not sufficient comparable information included in the peer company proxy statements. While the consultant's competitive report provided information on competitive base salaries and annual incentives, the analysis was on long-term incentive grant levels and plan design. Because annual compensation levels had not changed significantly from prior years, the Compensation Committee relied on the overall salary and annual cash incentive targets that it established in 2007, subject to the adjustments discussed below.

Benchmarking. A key reference in determining the overall levels of executive officer compensation and each element of compensation that the Company pays (base salary, annual cash incentive pay and long-term equity incentive compensation) is an assessment of pay practices and levels among certain groups of public companies that have been identified as compensation peers. In 2008, the peer group was used for the LTI programs. However, as noted above, peer group data was used in 2007 for base salary and annual cash incentive determinations, which had a direct effect on the 2008 determinations. The peer group used in 2008 and 2007 was developed by the Compensation Committee in 2006, with input from its independent compensation consultant, to include public companies in the health care services industry that are of similar size and scope to the Company and that engage in diagnostics, genomic research, and/or distribution and logistics. The companies included in the comparative peer group are:

Agilent Technologies	Boston Scientific Corp.	Millipore Corp.
Amgen	Covance	Omnicare
Applied Biosystems (Applera)	Express Scripts	Owens & Minor
Apria Healthcare Group	Genentech	Quest Diagnostics
Beckman Coulter	Genzyme	St. Jude Medical
Becton, Dickinson & Co.	Medtronic	Stryker Corporation
Biogen		

Compensation Committee Process and Input of Executive Officers. On an annual basis, the Compensation Committee reviews the elements of executive compensation (base salary, annual cash incentive pay and long-term incentive opportunities), determines whether to request input from its compensation consultant, reviews any such recommendations, and determines the manner in which it will make compensation decisions for the year. Mr. King, after consultation with the Chairman of the Board, is invited to provide input on the Compensation Committee's executive compensation decisions, as well as proposed awards for the other executive officers based on his assessment of past and expected future individual performance and contribution, which are then taken into consideration by the consultant and the Compensation Committee. Mr. King also makes recommendations for the performance goals and allocations in the annual cash incentive plans for the named executive officers (as well as the other executive officers) using Company targets established by the Compensation Committee. In addition, other members of management may interact with Mr. King, the compensation consultant or the Compensation Committee. In 2008, this included Mr. Smith, who was responsible for providing additional information to the compensation consultant and provided management's analysis and input as requested.

Elements of Compensation. The Company paid its named executive officers in 2008 through a mix of base salary, annual cash incentives, discretionary bonus awards, and long-term equity in the form of stock options, restricted stock, and performance shares.

Base Salary. As discussed above, while a significant portion of compensation paid to the Company's executive officers, including named executive officers, is variable and tied to performance, the Company also believes it must pay competitive base salaries to retain its executive talent and provide an appropriate level of

immediately available compensation. In 2007, base salary was targeted at the median of the peer group practice to ensure competitiveness with the peer group as well as appropriateness given the performance, role and responsibilities of each executive officer. While the Compensation Committee targets salary levels of the executive officers at the median of the peer group, it retains the flexibility to adjust individual levels of compensation to take into account variations in the individual's job experience and responsibility, as reviewed and recommended to the Committee by Mr. King. Annual changes in base salaries are based on the peer group's practices, the Company's performance, the individual's performance and increases in cost of living indexes.

For 2008, base salaries were increased approximately 4% for the Company's named executive officers with the exception of Mr. King, whose base salary was increased approximately 6.6%. (Because base salaries do not take effect until the compensation year is underway, normally March 1 of each year, the effect of any increase is not fully reflected in the information included in the summary compensation table below but instead has an impact in two reporting years). The 4% increase was recommended by Mr. King based on the range of increases for the general population plus additional recognition for the exceptional efforts required to execute the United Health Care Insurance Company contract in 2007. Mr. King's recommendation was reviewed and approved by the Compensation Committee. Mr. King had a larger increase in 2008 to continue to reflect the multi-year transition from Executive Vice President and Chief Operating Officer to Chief Executive Officer, which was effective January 1, 2007.

Annual Cash Incentive Pay. The Management Incentive Bonus Plan (the MIB Plan) is designed to reward the named executive officers for achieving short-term goals that the Company believes further its goal of creating long-term shareholder value as well as align the executive's efforts with its strategy of leading the industry in the areas of scientific leadership, managed care and customer service. Additionally, the MIB Plan is designed to provide additional reward when superior results are achieved. The MIB Plan includes the named executive officers, all of the other executive officers and approximately 450 other key employees. The 2008 percentage of salaries was unchanged from 2007, with the exception of an increase for Mr. Hayes to reflect his leadership position as the Company's Chief Financial Officer. Targeted total cash compensation (base salary plus target annual bonus) approximated the 75th percentile of market practice. Accordingly, the Compensation Committee sets aggressive targets to align performance goals with the Company's targeted positioning.

For 2008, each officer's target award was expressed as a percentage of his or her base salary. Target awards ranged from 75% to 150% of base salary for each officer. Achievement of goals at the threshold level generally paid at 50% of target, achievement of goals at the target level paid at 100%, and achievement of goals at the superior level generally paid at 150% of target. In 2008, achievement of one goal for each named executive officer would have made the officer eligible for 200% of the portion of the target related to that measure. For Messrs. King and Hardison that goal was earnings per share (EPS), for Mr. Haas, Mr. Smith, and Dr. Lai-Goldman that goal was earnings before interest, taxes, depreciation and amortization (EBITDA), and for Mr. Hayes that goal was bad debt expense as a percent of revenue. If the threshold level of performance was not achieved for a given performance goal, the payout for that goal would have been zero. Similarly, for certain goals, failure to achieve performance at the target level would result in no bonus for that measure. This would be true if a goal had a yes/no outcome (i.e., the goal was either achieved, a yes outcome earning a 100% target payment or was not achieved, resulting in a 0% payment).

Because annual targets are set at aggressive levels based on reviews of the Company's past performance and the expected growth and business opportunities in the clinical laboratory industry, the Compensation Committee believes that paying at 150% of a performance measure's Target for the named executives for Superior performance provides appropriate incentive to exceed expectations. Over the past five years, the superior targets were not met for revenue or EBITDA goals and the payouts were generally around or below target. The Compensation Committee further believes that threshold amounts represent satisfactory performance and that a 50% potential payout is appropriate.

The Compensation Committee determines the performance measures, performance targets and allocation for Mr. King. In turn, the Committee has delegated to Mr. King the responsibility of determining the incentive plans

for each of the other named executive officers, using substantially the same Company targets established by the Compensation Committee.

The primary measures used for the named executive officer bonuses in 2008 were revenue growth, EPS, EBITDA, and certain other specific strategic measures. The targets for the 2008 corporate goals were as follows:

Revenues 8.7% growth compared to prior year would pay at Threshold, 14% growth compared to prior year would pay at Target, and revenue growth of 19.2% would pay at the Superior level.

EPS 20.9 % growth compared to prior year would pay at Threshold, 23.4% growth compared to prior year would pay at Target and EPS growth of 26% would pay at the Superior level.

EBITDA 1.2 % growth compared to prior year would pay at Threshold, 12.4% growth compared to prior year would pay at Target, and EBITDA growth of 23.6% would pay at the Superior level.

These corporate goals were selected because they are three of the primary measures that the Company and the investment community use to evaluate the Company's success. For Mr. King, instead of EBITDA, operating cash flow was used. For Mr. Hayes, instead of EBITDA and revenue, operating cash flow and bad debt percent were used. These goals were used for Mr. King and Mr. Hayes to reflect the operating priorities of the Company over which these executives had more control than the other named executive officers. The targets for these two goals for 2008 were as follows:

Operating Cash Flow 0.5% growth compared to prior year would pay at Threshold, 12% growth compared to prior year would pay at Target, and operating cash flow growth of 19.1% would pay at the Superior level.

Bad Debt 5.32% of sales would pay at Threshold, 5.07% of sales would pay at Target and 4.82% of sales would pay at the Superior level.

Corporate goals were used for the named executive officers to reflect the importance of tying individual rewards to the overall success of the Company. Individual success for the named executive officers is also recognized in the MIB plan through the inclusion of individual goals. The specific corporate and individual goals and bonus targets for each named executive officer in 2008 are discussed below.

David P. King

Base Salary	Target Bonus		%	Allocation by Goal	Bonus opportunity by Goal by Level of Achievement			
	% of Base	\$ Target			\$ Bonus	Threshold	Target	Superior
\$800,000	150%	\$ 1,200,000	30%	Revenues	\$ 360,000	\$ 180,000	\$ 360,000	\$ 540,000
			30%	EPS	\$ 360,000	\$ 180,000	\$ 360,000	\$ 720,000
			15%	Operating Cash Flow	\$ 180,000	\$ 90,000	\$ 180,000	\$ 270,000
			15%	Individual Goals	\$ 180,000	\$ 90,000	\$ 180,000	\$ 270,000
			10%	Succession Planning	\$ 120,000	\$ -	\$ 120,000	
			100%	Total	\$ 1,200,000	\$ 540,000	\$ 1,200,000	\$ 1,920,000

Mr. King's individual goals for 2008 were succession planning and a specific strategic goal. Succession planning was selected to reflect the importance of the succession planning process to ensure the strength and depth of the management team and the ongoing viability of the

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Company. The strategic goal that was selected for Mr. King was focused on strengthening a particular line of business that is important to the Company's internal operating plan.

Based on the Company's performance and his individual achievement during 2008, Mr. King achieved above threshold but below target performance for the corporate revenues goal and above target but below superior performance for the corporate operating cash flow goal. For the EPS corporate goal and one of his

individual goals, threshold performance was not achieved. Mr. King achieved target performance for the individual goal relating to succession planning. As a result, Mr. King's earned annual bonus payment was approximately 76% of his 2008 salary.

William B. Hayes

Base Salary	Target Bonus		%	Allocation by Goal		Bonus opportunity by Goal by Level of Achievement		
	% of Base	\$ Target		Goal	\$ Bonus	Threshold	Target	Superior
\$416,000	100%	\$ 416,000	25%	Operating Cash Flow	\$ 104,000	\$ 52,000	\$ 104,000	\$ 156,000
			25%	Bad Debt	\$ 104,000	\$ 78,000	\$ 104,000	\$ 208,000
			30%	EPS	\$ 124,800	\$ 62,400	\$ 124,800	\$ 187,200
			10%	Individual goals	\$ 41,600	\$ 0	\$ 41,600	
			10%	Individual goals	\$ 41,600	\$ -	\$ 41,600	
			100%	Total	\$ 416,000	\$ 192,400	\$ 416,000	\$ 634,400

As Chief Financial Officer, the individual goals for Mr. Hayes related to improving the annual budgeting process and establishing financial benchmarks for analyzing Company performance.

Based on the Company's performance and his individual achievement, Mr. Hayes achieved above target but below superior performance for the operating cash flow corporate goal. For the bad debt, EPS corporate goals and his individual goal relating to establishing financial benchmarks, threshold performance was not achieved. Mr. Hayes achieved target performance for his individual goal in improving the annual budgeting process. As a result, Mr. Hayes earned an annual bonus payment that was approximately 42% of his 2008 salary. In the interest of cost savings to the Company, Mr. Hayes agreed to forego 50% of his earned MIB and was paid an annual bonus that was approximately 21% of his 2008 salary.

Don M. Hardison

Base Salary	Target Bonus		%	Allocation by Goal		Bonus opportunity by Goal by Level of Achievement		
	% of Base	\$ Target		Goal	\$ Bonus	Threshold	Target	Superior
\$482,000	125%	\$ 602,500	30%	Revenues	\$ 180,750	\$ 90,375	\$ 180,750	\$ 271,125
			20%	EPS	\$ 120,500	\$ 60,250	\$ 120,500	\$ 180,750
			30%	EBITDA	\$ 180,750	\$ 90,375	\$ 180,750	\$ 361,500
			10%	Individual goals	\$ 60,250	\$ -	\$ 60,250	
			10%	Individual goals	\$ 60,250	\$ -	\$ 60,250	
			100%	Total	\$ 602,500	\$ 241,000	\$ 602,500	\$ 933,875

As Chief Operating Officer, Mr. Hardison's individual goals were based on meeting the Company's business plan and implementing the Company's sales strategy which are in line with his major responsibilities.

Based on the Company's performance and his individual achievement, Mr. Hardison achieved above threshold but below target performance for the corporate revenues goal. For the EPS and EBITDA corporate goals and his individual goal relating to the Company's business plan, threshold performance was not achieved. Mr. Hardison achieved target performance for his individual goal in implementing the Company's sales strategy. As a result, Mr. Hardison earned an annual bonus payment that was approximately 39% of his 2008 salary.

Myla P. Lai-Goldman

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Base Salary	Target Bonus		Allocation by Goal		Bonus opportunity by Goal by Level of Achievement			
	% of Base	\$ Target	%	Goal	\$ Bonus	Threshold	Target	Superior
\$404,000	75%	\$ 303,000	30%	EBITDA	\$ 90,900	\$ 45,450	\$ 90,900	\$ 181,800
			30%	Revenues	\$ 90,900	\$ 45,450	\$ 90,900	\$ 136,350
			20%	EPS	\$ 60,600	\$ 30,300	\$ 60,600	\$ 90,900
			10%	Individual goals	\$ 30,300	\$-	\$ 30,300	
			10%	Individual goals	\$ 30,300	\$ -	\$ 30,300	
			100%	Total	\$ 303,000	\$ 121,200	\$ 303,000	\$ 469,650

As Chief Medical Officer, the individual goals for Dr. Lai-Goldman were based on assisting with cost structuring analysis within her area of operations and succession planning transition as she prepared for retirement.

Based on the Company's performance and her individual achievements, Dr. Lai-Goldman achieved above threshold but below target performance for the corporate revenues goal. For the EBITDA and EPS corporate goals, threshold performance was not achieved. Dr. Lai-Goldman achieved target performance for her individual goals in assisting with the supply structuring analysis and the orderly transition of responsibilities. As a result, Dr. Lai-Goldman earned an annual bonus payment that was approximately 31% of her 2008 salary.

Bradford T. Smith

Base Salary	Target Bonus		%	Allocation by Goal	\$ Bonus	Bonus opportunity by Goal by Level of Achievement		
	% of Base	\$ Target				Threshold	Target	Superior
\$562,000	125%	\$ 702,500	30%	EPS	\$ 210,750	\$ 105,375	\$ 210,750	\$ 316,125
			25%	EBITDA	\$ 175,625	\$ 87,813	\$ 175,625	\$ 351,250
			25%	Revenues	\$ 175,625	\$ 87,813	\$ 175,625	\$ 263,438
			10%	Individual goals	\$ 70,250	\$ 35,125	\$ 70,250	\$ 105,375
			10%	Individual goals	\$ 70,250	\$ -	\$ 70,250	\$ -
			100%	Total	\$ 702,500	\$ 316,126	\$ 702,500	\$ 1,106,438

As Executive Vice President, Mr. Smith's individual goals were EBITDA for a business unit for which he had responsibility and succession planning as he prepared for retirement.

Based on the Company's performance and his individual achievements, Mr. Smith achieved above threshold but below target performance for the corporate revenues goal. For the EBITDA and EPS corporate goals, threshold performance was not achieved. Mr. Smith achieved above threshold but below target performance for his individual goal relating to achievement of the EBITDA goals for the business unit and achieved target performance for his individual goal for the orderly transition of responsibilities. As a result, Mr. Smith earned an annual bonus payment that was approximately 46% of his 2008 salary.

Mr. William B. Haas was Executive Vice President, Esoteric Business until May 31, 2008. Mr. Haas' individual goals were expected to be evaluated on the EBITDA and revenues corporate goal and an individual goal related to a pro forma measure of earnings from the business units for which he was primarily responsible as well as cost control within areas of operation. Because of his anticipated departure, the MIB grid was not finalized. As part of the transition in connection with Mr. Haas' departure, it was agreed that he would receive a prorated annual incentive payment equivalent to 75% of his base salary at the time of his departure (a prorated target payment in the amount of \$111,563).

Consistent with the overall approach of the MIB plan, the individual goals for the named executive officers were set at levels that were believed to require aggressive performance to achieve payout at target.

Discretionary Bonus Awards. Discretionary bonus awards approved by the Compensation Committee are rare. However, after reviewing the Company's overall performance for 2008, and in light of the unprecedented changes in the economy occurring in the second half of the year, the Compensation Committee wanted to recognize what it believed were significant achievements in the effective management of bad debt, control of expenses, achievement of EPS and growth in volume and revenue in the second half of the year. The Compensation Committee felt that the named executive officers' total cash compensation did not reflect their performance. The Compensation Committee requested that Mr. King provide a recommendation for each named executive officer. The Compensation Committee reviewed this proposal and concurred with the recommendation and approved the discretionary bonuses for the named executive officers, with the exception of Mr. Haas, who was not serving

at the end of the year. The total amount of the discretionary bonuses was less than \$500,000.

Long-Term Incentive Compensation. In 2008, the Company granted equity awards under its 2000 Stock Incentive Plan and its 2008 Stock Incentive Plan (collectively the *Stock Plans*). The 2008 Stock Incentive Plan was approved at the 2008 Annual Meeting of Stockholders to replace the 2000 Stock Incentive Plan. There are no provisions in the *Stock Plans* to allow for option repricing.

For 2008, the long-term incentive strategy was re-evaluated for market competitiveness by the Compensation Committee's consultant and the Compensation Committee reconfirmed its practice of using stock options, restricted stock and performance share awards, subject to certain changes discussed below. The Compensation Committee believes that a balanced program using these three award types achieves all of the following:

delivers performance-based, at-risk compensation through stock options and performance shares;

rewards stock-price growth, particularly through the use of stock options;

ensures longer-term business focus through the use of multi-year operational performance goals to determine the number of performance awards ultimately earned;

aligns the executive officers, including the named executive officers, with the interests of all shareholders;

provides necessary retention features through multi-year vesting and the use of restricted stock; and

aligns with emerging practices of the market that emphasize a balanced portfolio approach to LTI.

Award values for 2007 were determined so that total direct compensation levels (base salary plus target annual cash incentive pay plus the expected value of LTI) approximated the 75th percentile of market practice. This level was selected based on the Company's performance results compared to its peer group (as described above), as well as the Company's future expectations of performance. For 2008, the Committee determined to grant similar numbers of shares to the participants in light of the Company's strong performance for 2007, notwithstanding that the values were somewhat above the 75th percentile competitive values for all of the named executive officers other than Mr. King. Mr. King's lower amount relative to the 75th percentile reflects, in large part, that his tenure as Chief Executive Officer of the Company is relatively shorter as compared to the longer average tenure of the chief executive officers of the comparative peer group.

In 2008, the target allocation of the total LTI value was 40% nonqualified stock options, 20% restricted stock and 40% performance share awards. The allocation is based on the Black-Scholes value (using an average share price for the 10 days preceding the grant date) for the stock options and the grant date fair value for the restricted stock and the performance share awards. This was a change from the prior LTI allocation of 50% nonqualified stock options, 25% restricted stock and 25% performance share awards. The Compensation Committee reduced the amount of the award that was allocated to restricted stock in order to provide for a greater percentage of the LTI program that was performance based, which both provides an incentive for performance and provides for a greater percentage of the LTI program to be tax deductible, as discussed under *Tax and Accounting Treatments* below. In addition, it determined to decrease the percentage allocated to stock options in line with market trends and increase the percentage of the LTI program that was allocated to performance share awards in order to provide for performance incentives that used a performance measure other than stock price.

The Compensation Committee also decided to change the performance award grant cycle to an annual performance award grant practice. By switching to an annual grant the Compensation Committee will have greater flexibility to make adjustments to performance goals and award amounts each year to better accommodate the changing business environment and changes in executive management. The Compensation Committee also evaluated the grant cycle in the context of compensation programs offered by companies in similar industries and similar in size

and scope of operations and determined that the change to annual grants would be more consistent with market practices. Previously, performance award grants were earned over a 3-year period and the amounts awarded represented the entire performance award opportunity for that 3-year period.

The last grant was made in 2005, for an aggregate number of performance shares that would have been awarded in 2005, 2006 and 2007, which was earned based on Company performance for that same 3-year period. Beginning in 2008, grants of performance awards are to be made annually, but with a 3-year performance period, resulting in overlapping performance periods. There was no change to the stock option or restricted stock grant cycles; both of these awards will continue to be made on an annual basis.

Performance targets for the 2008 performance awards were established by the Compensation Committee and are based on Company growth in EPS and sales (weighted 70% on EPS growth and 30% on sales growth) during the three-year performance period which began January 1, 2008 and ends December 31, 2010 compared to the base period established on December 31, 2007. EPS growth was selected as a target because of its close alignment with shareholder value. Sales growth was selected based on a continued drive to grow the Company's revenues. The number of performance shares that can be earned ranges from 0% to 175% of the target shares, with threshold, target and superior measures set at 50%, 100% and 175% of the performance shares awarded, respectively, with achievement of amounts in between the measures pro-rated based on the level of performance. The Compensation Committee believes that the EPS and sales goals at the target level are realistically achievable but would represent a level of performance that would result in significant return to shareholders.

The stock options and restricted stock awards granted to the named executive officers vest in equal one-third increments over a three-year period beginning on the first anniversary of the grant date. The stock options, if unexercised, will expire ten years from the date of grant, subject to their earlier termination.

The table below summarizes the stock option, restricted stock, and performance award grants for 2008 for the named executive officers.

Name	Equity Award Type	2008 Equity Incentive Plan Awards (#)
David P. King	Stock Options	195,700
	Restricted Stock	17,200
	Performance Shares	34,300
William B. Hayes	Stock Options	72,200
	Restricted Stock	6,300
	Performance Shares	12,700
Bradford T. Smith	Stock Options	87,300
	Restricted Stock	7,700
	Performance Shares	15,300
Don M. Hardison	Stock Options	87,300
	Restricted Stock	7,700
	Performance Shares	15,300
Myla P. Lai-Goldman	Stock Options	46,700
	Restricted Stock	4,100
	Performance Shares	8,200
William B. Haas	Stock Options	17,000
	Restricted Stock	3,600
	Performance Shares	7,200

Equity Grant Practices. Generally, the Compensation Committee approves equity grants at the beginning of the year in connection with a scheduled Compensation Committee meeting that follows the release of the fourth quarter/prior year annual earnings. The Compensation Committee discourages the issuance of annual equity grants in conjunction with the release of material nonpublic information. In the event there is material

nonpublic information as of the contemplated grant date, the grant will be delayed until such information has been released to the public or until such information is no longer deemed material. In 2008, the performance share awards and restricted stock awards were granted in accordance with this practice, however, because of the limited number of shares available under the 2000 Stock Incentive Plan, the Company delayed making option grants until after the 2008 Annual Meeting of Stockholders and the approval of the 2008 Stock Incentive Plan. Under the 2008 Stock Incentive Plan, the grant date of an option award is the date the Compensation Committee approves the award and the exercise price is based on the closing market price on the grant date.

Stock Ownership Guidelines. Effective August 1, 2008, the Board established an executive stock ownership program to encourage stock ownership by the Company's senior management, including the Company's named executive officers. The Board believes that by holding an equity position in the Company, senior management demonstrate its commitment to and belief in the long-term profitability of the Company. Pursuant to the stock ownership program, each named executive officer must acquire and maintain a level of ownership in the Company's common stock equivalent to a number of shares having a value that is a multiple of that executive's base salary using the salary and stock price as of the date he or she became subject to the stock ownership level. This level will not be adjusted unless the executive's position changes and the new position has a different ownership requirement. Once an executive satisfies the stock ownership requirement, if the Company's common stock falls in price the executive will not be required to purchase or acquire additional shares to meet the requirement due solely to the diminution in the common stock value. The multiples used to set the ownership requirements for each position are: (i) four times base salary for the Chief Executive Officer, (ii) two times base salary for the Company's Executive Vice Presidents, and (iii) one time base salary for other selected officers. Until the ownership requirement is met, an executive is required to hold 50% of any shares of Company stock acquired upon the lapse of restrictions on any stock grant and upon the exercise of stock options, net of taxes and shares used to pay the exercise price. If an executive fails to meet or show progress towards satisfying these requirements, the Compensation Committee may reduce future equity grants or other incentive compensation for that executive. Once an executive reaches the age of 62, the ownership requirement is reduced by 50%, and once an executive reaches the age of 64, the ownership requirement is reduced by 75%.

Perquisites. The Company provides its named executive officers with perquisites that it believes to be competitive and consistent with its overall executive compensation objectives. The Compensation Committee believes the perquisites offered are reasonably conservative and are required to attract and retain the Company's executive talent. These perquisites include: an annual car allowance, financial counseling, health checkup allowance, home security system allowance and club membership allowance. For more information on these perquisites, including the valuation and amounts, see the Summary Compensation Table below.

Insider Trading. The Company maintains an Insider Trading Policy that prohibits executive officers and key employees from transacting in Company stock during a blackout period. There are four such periods each year, beginning three weeks prior to the end of every calendar quarter and ending two business days following the public release of its earnings. The Insider Trading Policy contains provisions that prohibit executive officers and key employees from profiting from short-term speculative swings in the value of the Company's stock, including, but not limited to, short sales, put and call options, and hedging transactions.

Termination and Change-in-Control Payments. On April 17, 1996, the Board of Directors approved the Master Senior Executive Severance Plan (the "Severance Plan"). The purpose of the Severance Plan was to provide the participants a severance benefit with a certain level of financial protection and in circumstances involving a change-in-control to allow the executive to also consider corporate actions that may benefit the shareholder without having to sacrifice their individual situation. The Severance Plan also provided for severance payments to the named executive officers upon the occurrence of a qualifying termination with a higher level of payment if the qualifying termination occurred within 3 years of a change-in-control event (a "double trigger").

The Company believed this double trigger approach to be appropriate because a change-in-control may require the continued services of an executive officer without a change in that officer's position, role, or

compensation opportunities. A single trigger approach (payment triggered by just the change-in-control event) could harm the Company as it gives management the ability to leave and receive severance, even if the executive's continued service is needed for the transaction to succeed.

On February 11, 2009, the Board of Directors amended and restated the Master Senior Executive Severance Plan into two plans, the Amended and Restated Master Senior Executive Severance Plan (the Amended and Restated Severance Plan) and the Master Senior Executive Change-in-Control Severance Plan (the Change-in-Control Plan). The Amended and Restated Severance Plan provides for severance payments that more accurately reflect the actual performance of the executive over prior periods by basing severance payments on actual annual incentive cash plan payments in place of using targeted amounts. The Change-in-Control Plan also reduces the multiple paid to executive vice presidents to 2 times instead of 3 times and includes a double trigger for the change-in-control severance payments. For additional information on the changes to the termination and change-in-control benefits under the Amended and Restated Severance Plan and the Change-in-Control Plan, see Potential Payments Upon Termination or Change-in-Control below.

For equity compensation plan awards made under the 2000 Stock Incentive Plan, however, the Company currently has a single trigger treatment upon a change-in-control related to the vesting of such awards. The Company believed this was reasonable because (a) it ensured the alignment with a shareholder's ability to freely sell their common stock at the time of a change-in-control event and (b) the company that made the original grant may no longer exist after a change-in-control and believes its awards granted to the equity holders should reflect the performance and success of the company granting such awards. The 2008 Stock Incentive Plan adopted at the 2008 Annual Meeting of Stockholders contains a double trigger. The Company believes this double trigger approach to be more appropriate for the equity compensation plan because a change-in-control may require the continued services of an executive officer without a change in that officer's position, role, or compensation opportunities.

In addition, because the Compensation Committee believes that a strong succession planning process ensures the continued success of the Company, and in anticipation of members of management retiring in future years and knowing that failure to ensure a smooth transition of leadership would have an adverse effect on the Company and its shareholders, the Board approved the Senior Executive Transition Policy (the Transition Policy) on May 6, 2004. The Transition Policy was designed with eligibility requirements that ensure the retention of the executive and provides additional protection to the Company in the form of a non-compete and non-solicitation agreement. The policy also sets forth the treatment of long-term incentive awards made under the Company's stock incentive plans to certain senior executives in the event of a voluntary termination before age 65. Eligibility requirements include, (a) being named by the Company and approved by the Board as an Executive Committee (EC) member, (b) having five years of service as an EC member, (c) having 10 years of service with the Company and (d) approval from the Board of a plan that ensures a smooth and effective transition of the departing executive's management team. Each of the named executive officers is covered by the Transition Policy except for Mr. Hardison.

For additional information on these termination and change-in-control benefits, including a quantification of such benefits, see Potential Payments Upon Termination or Change-in-Control below.

Deferred Compensation Program. On December 12, 2001, the Board of Directors approved the Deferred Compensation Plan (DCP) under which certain of the Company's executives, including the named executive officers, may elect to defer up to 100% of their annual cash incentive pay and/or up to 50% of their annual base salary. The deferral limits were based on the Compensation Committee's assessment of best practices at the time the DCP was established. The DCP provides executives a tax efficient strategy for retirement savings and capital accumulation without significant cost to the Company. The Company has not and does not currently make any contributions to a participant's DCP account. For additional information on the DCP, see the Nonqualified Deferred Compensation Table and accompanying narrative below.

Retirement Plans. The Company offers a supplemental retirement plan, the Pension Equalization Plan (the "PEP") to executive officers, including the named executive officers. The PEP is an unfunded, non-contributory, non-qualified plan designed to provide income continuation benefits at retirement and works in conjunction with the Cash Balance Retirement Plan (the "Cash Balance Plan"), a qualified and funded defined benefit plan available to substantially all employees. The PEP provides additional retirement benefits to a select group of management employees as an integral part of a total compensation package designed to attract and retain top executive performers. Requirements of participation include (a) approval of participation by the CEO, (b) being named as a Senior or Executive Vice President or operating in the capacity of one or (c) being named as the President or CEO.

The Company also offers a defined contribution retirement savings plan (i.e., 401(k) plan) called the Employees' Retirement Savings Plan. Participation in this plan is available to all US-based employees, including the named executive officers. Under this plan, an employee may defer up to 50% of their salary and the Company provides matching contributions (in dollars) at a rate of 50% up to the first 6% of salary. The named executive officers were limited to deferring a maximum of 6% of their salary to the plan in 2008. Company match information is reflected in the Summary Compensation Table below for the named executive officers.

Employment Separation Agreement and General Release with Mr. Haas. In connection with Mr. Haas' departure from the Company, the Company entered into a separation agreement with him. This agreement, based on arms-length negotiations at the time, provided for certain post-employment compensation benefits in exchange for Mr. Haas' executing a release of any and all claims with the Company and agreeing to certain non-compete, non-solicitation and non-disclosure provisions. The terms of this agreement are described in "Potential Payments Upon Termination or Change-in-Control" below. In view of the critical role that Mr. Haas had with the Company and his access to competitive information, the Compensation Committee believed that such arrangement was prudent.

Tax and Accounting Treatments. Section 162(m) of the Internal Revenue Code limits the corporate federal income tax deduction for certain non-performance based compensation paid to the chief executive officer and, pursuant to IRS guidance, each of the three highest paid employees (other than the chief financial officer) of public companies to \$1 million per year. The Compensation Committee has carefully considered the Company's executive compensation program in light of the applicable tax rules. Accordingly, the 2000 and 2008 Stock Incentive Plans and the Management Incentive Bonus Plan have been designed to meet the requirements of Section 162(m). However, the discretionary bonus awards do not meet the requirements of Section 162(m). The Compensation Committee believes that tax-deductibility is but one factor to be considered in fashioning an appropriate compensation package for executives. As a result, the Compensation Committee reserves and will exercise its discretion in this area so as to design a compensation program that serves the long-term interests of the Company. The non-deductible portion of executive compensation paid in 2008 was \$3.0 million, which the Compensation Committee has determined to be in the best interests of the Company and its stockholders.

COMPENSATION COMMITTEE REPORT

The Compensation Committee of the Board of Directors of the Company has reviewed and discussed the Compensation Discussion and Analysis with management pursuant to Item 402(b) of Regulation S-K. Based on such review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement and in the Company's annual report on Form 10-K (including through incorporation by reference to this proxy statement).

THE COMPENSATION COMMITTEE

M. Keith Weikel, Chairman

Kerri B. Anderson

Jean-Luc Bélingard

EXECUTIVE COMPENSATION

SUMMARY COMPENSATION TABLE

The compensation paid and amounts required to be recognized during the year ended December 31, 2008 to the Company's named executive officers, which includes the Chief Executive Officer, the Chief Financial Officer, the three other most highly compensated executive officers serving at year-end and one other executive officer for whom disclosure would have been required but for the fact that he was no longer serving as an executive officer at year-end, is set forth below:

Name and Principal Position	Year	Salary (\$)	Bonus \$(1)	Stock Awards \$(2)	Option Awards \$(3)	Non-Equity Incentive Plan Compensation \$(4)	Change in Pension Value and Nonqualified Deferred Earnings \$(5)	All Other Compensation \$(6)	Total \$(7)
David P. King Chief Executive Officer	2008	\$ 791,667	\$ 160,000	\$ 2,007,153	\$ 1,509,026	\$ 605,674	\$ 107,225	\$ 45,751	\$ 5,226,496
	2007	\$ 750,000	\$ -	\$ 1,772,508	\$ 1,016,130	\$ 1,464,696	\$ 93,382	\$ 50,491	\$ 5,147,607
	2006	\$ 450,003	\$ -	\$ 885,404	\$ 567,196	\$ 642,094	\$ 36,924	\$ 44,722	\$ 2,626,343
Sam B. Hayes Executive Vice President and Chief Financial Officer	2008	\$ 413,333	\$ 55,000	\$ 1,174,457	\$ 613,710	\$ 87,336	\$ 36,946	\$ 45,764	\$ 2,426,600
	2007	\$ 391,667	\$ -	\$ 1,503,886	\$ 496,378	\$ 437,303	\$ 36,925	\$ 46,291	\$ 2,912,950
	2006	\$ 350,002	\$ -	\$ 813,831	\$ 337,649	\$ 431,063	\$ 22,837	\$ 49,194	\$ 2,004,576
Jefford T. Smith Executive Vice President and Chief Legal Officer(7)	2008	\$ 558,333	\$ 98,000	\$ 2,479,439	\$ 1,761,792	\$ 260,294	\$ 1,777,699	\$ 46,796	\$ 6,982,363
	2007	\$ 540,000	\$ -	\$ 2,317,826	\$ 1,037,783	\$ 825,492	\$ 293,538	\$ 45,953	\$ 5,060,692
	2006	\$ 453,863	\$ -	\$ 1,338,537	\$ 1,018,856	\$ 595,877	\$ 263,284	\$ 33,736	\$ 3,704,353
M. Hardison Executive Vice President and Chief Operating Officer	2008	\$ 478,750	\$ 100,000	\$ 749,363	\$ 397,176	\$ 188,462	\$ 66,181	\$ 34,576	\$ 2,014,128
Dr. P. Lai-Goldman Executive Vice President, Chief Scientific Officer and Medical Director(7)	2008	\$ 401,348	\$ 51,000	\$ 1,414,368	\$ 891,256	\$ 125,078	\$ 93,368	\$ 42,342	\$ 3,018,360
	2007	\$ 385,601	\$ -	\$ 1,559,843	\$ 577,050	\$ 328,188	\$ 130,211	\$ 36,817	\$ 3,017,609
Sam B. Haas Executive Vice President Esoteric Business(7)	2008	\$ 146,479	\$ -	\$ 1,821,807	\$ 845,014	\$ 111,563	\$ 52,284	\$ 496,406	\$ 3,473,069
	2007	\$ 341,171	\$ -	\$ 1,033,720	\$ 436,502	\$ 297,069	\$ 83,398	\$ 46,702	\$ 2,238,562

- (1) Represents the amounts paid as discretionary bonuses for 2008. For additional information on these awards for 2008, see the Compensation Discussion and Analysis Discretionary Bonus Awards.
- (2) Represents the dollar amount recognized for financial statement reporting purpose for each named executive officer during each respective year, disregarding any estimate of forfeitures relating to service-based vesting conditions. Also reflects an accounting acceleration for 2008 for Mr. Smith and Dr. Lai-Goldman pursuant to the Transition Policy, described in the Compensation Discussion and Analysis Termination and Change-in-Control Payments. For the assumptions made in the valuations, see Note 15 to the Company's audited financial statements included in its Annual Report on Form 10-K.
- (3) Represents the dollar amount recognized for financial statement reporting purpose for each named executive officer during each respective year, disregarding any estimate of forfeitures relating to service-based vesting conditions. Also reflects an accounting acceleration for 2008 for Mr. Smith and Dr. Lai-Goldman pursuant to the Transition Policy. For the assumptions made in the valuations, see Note 15 to the Company's audited financial statements included in its Annual Report on Form 10-K for the year ended December 31, 2008.
- (4) Represents the amounts earned by each named executive officer during 2008 pursuant to the Company's Management Incentive Bonus Plan, which is the annual cash incentive plan. For additional information on these awards for 2008, see the Grants of Plan-Based Awards Table below and the Compensation Discussion & Analysis Annual Cash Incentive Plan above.
- (5) Represents solely the aggregate change in the actuarial present value of each named executive officer's accumulated benefit under the Company's pension plans from December 31, 2005 to December 31, 2006; December 31, 2006 to December 31, 2007 and December 31, 2007 to December 31, 2008 respectively. For the assumptions made in the 2008 valuations, see Note 17 to the Company's audited financial statements included within its Annual Report on Form 10-K. These assumptions change from year to year to reflect current market conditions.
- (6) Includes the actual value and the gross up value, as applicable, of the following perquisites: financial services, executive long-term disability premiums, car allowance, personal liability insurance premiums, annual physical, club membership and security monitoring of home.

Financial services and club membership amounts (up to a maximum of \$6,000 per year for club memberships) are based on the actual amounts paid by the Company or the named executive officer to third party vendors or the club, respectively. Use of the corporate jet is provided by the Company to the named executive officers for both business and personal trips; however, personal use of the corporate jet, while allowed, is strongly discouraged. The incremental cost to the Company of any personal use of the corporate jet would be included in the All Other Compensation column of the Summary Compensation Table; however, in 2008 none of the named executive officers had any personal use of the corporate jet.

In addition, this column includes the value of severance and other payments made to Mr. Haas in accordance with the amounts that were paid to him pursuant to a severance agreement. For additional information on how these payments were calculated, see Potential Payments Upon Termination or Change-in-Control Agreement with Mr. Haas below.

- (7) Mr. Smith and Dr. Lai-Goldman resigned as executive officers of the Company on December 31, 2008. Mr. Haas resigned as an executive officer of the Company effective May 31, 2008.

The table below details those perquisites that exceeded 10% of the total perquisites offered to the named executive officer during 2008, plus the Company-paid match on each executive's 401(k) contribution during 2008 and the various tax gross-ups on these amounts, as applicable.

Name	Year	Financial Services	Long Term Disability	Life Insurance	Car Allowance	Club Membership	Company-paid 401(k)	Tax
		(a)	(a)	(a)	(b)	(a)	Match	Gross-up
David P. King	2008	\$ 6,949	\$ 4,620	\$ -	\$ 14,400	\$ -	\$ 6,900	\$ 9,784
Bradford T. Smith	2008	\$ 6,775	\$ 4,363	\$ -	\$ 12,000	\$ 3,978	\$ 6,900	\$ 11,336
Don M. Hardison	2008	\$ 7,878	\$ 4,614	\$ -	\$ 12,000	\$ -	\$ 3,383	\$ 6,002
William B. Hayes	2008	\$ 6,756	\$ 4,363	\$ -	\$ 12,000	\$ 4,000	\$ 6,900	\$ 11,044
Myla P. Lai-Goldman	2008	\$ 7,459	\$ 4,363	\$ -	\$ 12,000	\$ 1,400	\$ 6,900	\$ 9,753
William B. Haas	2008	\$ 3,628	\$ 1,668	\$ -	\$ 5,000	\$ 5,667	\$ 3,735	\$ 8,087

- (a) The Company grosses up the value of these services to cover the taxes on these expenses. The amounts reflected for these services represent the actual amounts paid.
- (b) Reflects actual pre-tax amount paid to the executive for car allowance. Taxes and withholding are deducted from the amount shown in this column.

GRANTS OF PLAN-BASED AWARDS

During 2008, the following stock option, restricted stock, performance share awards, and annual cash incentive awards pursuant to the Management Incentive Bonus Plan (MIB Plan) were made to the named executive officers:

Name	Award Type	Estimated Possible Payouts				Estimated Future Payouts			All Other Stock Awards: Number of Shares of Stock or Units (#)(3)	All Other Option Awards: Number of Securities Underlying Options (#)(4)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date	Fair Value of Stock and Option Awards (5)
		Grant Date	Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)(2)	Target (#)(2)	Maximum (#)(2)					
David P. King	Restricted Stock	02/13/08							17,200				\$ 1,384,600
	Performance Shares	02/13/08				17,150	34,300	60,025					\$ 2,761,150
	Options	05/07/08								195,700	\$ 75.63		\$ 2,440,887
	MIB Plan	03/31/08	\$ 540,000	\$ 1,200,000	\$ 1,920,000								
William B. Hayes	Restricted Stock	02/13/08							6,300				\$ 507,150
	Performance Shares	02/13/08				6,350	12,700	22,225					\$ 1,022,350
	Options	05/07/08								72,200	\$ 75.63		\$ 900,521
	MIB Plan	03/31/08	\$ 192,400	\$ 416,000	\$ 634,400								
Bradford T. Smith	Restricted Stock	02/13/08							7,700				\$ 619,850
	Performance Shares	02/13/08				7,650	15,300	26,775					\$ 1,231,650
	Options	05/07/08											