

ORCHID CELLMARK INC
Form 4
December 16, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LABORATORY CORP OF AMERICA HOLDINGS

2. Issuer Name and Ticker or Trading Symbol
ORCHID CELLMARK INC [ORCH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
358 S MAIN ST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/15/2011

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

BURLINGTON, NC 27215

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$.001 | 12/15/2011 | | P ⁽²⁾ | | 51,937 | A | \$ 2.8 | 26,182,896 | I | See footnote (1) |
| Common Stock, par value \$.001 | 12/15/2011 | | P ⁽³⁾ | | 8,273,065 | A | \$ 2.8 | 34,455,961 | I | See footnote (1) |

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

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LABORATORY CORP OF AMERICA HOLDINGS 358 S MAIN ST BURLINGTON, NC 27215 | | X | | |

Signatures

/s/ F. Samuel Eberts III, Senior Vice President and Chief Legal Officer of Laboratory Corporation of America Holdings

12/16/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The Reporting Person is filing this Form 4 on behalf of itself and OCM Acquisition Corp. ("OCM"), a Delaware corporation and a wholly owned subsidiary of the reporting person.

These shares were acquired by OCM during the subsequent offering period of the tender offer for all outstanding shares of common stock of the Issuer, including, to the extent outstanding, the associated preferred stock purchase rights issued under the Rights Agreement, dated (2) July 27, 2001, as amended, between the Issuer and American Stock Transfer & Trust Company, as rights agent (the "Offer"). The Offer was made upon the terms and subject to the conditions set forth in the Offer to Purchase, dated April 19, 2011, which was annexed to and filed with the Schedule TO filed by the Reporting Person with the Securities and Exchange Commission on April 19, 2011.

(3) These shares were acquired by OCM pursuant to the exercise of the Top-Up Option set forth in the Agreement and Plan of Merger, dated April 5, 2011, as amended, among the Reporting Person, OCM and the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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