

Miller Martin L
Form 4
March 03, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Miller Martin L

(Last) (First) (Middle)
120 MONUMENT CIRCLE
(Street)

INDIANAPOLIS, IN 46204

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WELLPOINT, INC [WLP]

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
SVP & Chief Accounting Officer

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

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 03/01/2010 | | A | | 4,432 (1) | A | \$ 0 24,219 D |
| Common Stock | 03/02/2010 | | M | | 6,033 | A | \$ 47.5 30,252 D |
| Common Stock | 03/02/2010 | | M | | 6,344 | A | \$ 30.1 36,596 D |
| Common Stock | 03/02/2010 | | S(2) | | 12,893 | D | \$ 61.19 23,703 D |
| Common Stock | 03/02/2010 | | F | | 1,864 (3) | D | \$ 61.9 21,839 D |

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

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SEC 1474
(9-02)

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 62.06 | 03/01/2010 | | A | 19,693 | ⁽⁴⁾ 03/01/2017 | Common Stock | 19,693 |
| Employee Stock Option (Right to Buy) | \$ 47.5 | 03/02/2010 | | M | 6,033 | ⁽⁵⁾ 10/01/2015 | Common Stock | 6,033 |
| Employee Stock Option (Right to Buy) | \$ 30.1 | 03/02/2010 | | M | 6,344 | ⁽⁶⁾ 03/02/2016 | Common Stock | 6,344 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Miller Martin L 120 MONUMENT CIRCLE INDIANAPOLIS, IN 46204 | | | SVP & Chief Accounting Officer | |

Signatures

/s/ Kathleen S. Kiefer, Attorney
in fact

03/03/2010

**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) Represents restricted share units. Restrictions lapse on 1,477 shares each on 3/1/11 and 3/1/12 and 1,478 shares on 3/1/13.
- (2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 22, 2010.
- (3) PAYMENT OF TAX LIABILITY BY WITHHOLDING STOCK INCIDENT TO THE VESTING OF PREVIOUSLY GRANTED RESTRICTED STOCK.
- (4) Exercisable in five installments of 3,282 each on 9/1/10, 3/1/11, 9/1/11, 3/1/12 and 9/1/12 and one installment of 3,283 on 3/1/13.
- (5) 3,016 options vested on 4/1/09 and 3,017 options vested on 10/1/09; of the remaining 12,068 options, 3,017 vest each on 4/1/10, 10/1/10, 4/1/11 and 10/1/11.
- (6) Exercised options vested on 9/2/09; of the remaining 31,723 options, 6,344 vest each on 3/2/10 and 9/2/10, and 6,345 vest each on 3/2/11, 9/2/11 and 3/2/12.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.