

WELLPOINT INC
Form 4
February 15, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
SCHAEFFER LEONARD D

(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)
01/31/2005

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)

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 (A) or (D) Price		
Common Stock	01/31/2005		M		35,875 A \$ 0	D	
Common Stock	01/31/2005		F		12,556 D \$ 121.5	D	
Common Stock	02/11/2005		M		14,679 A \$ 89.95	D	
Common Stock	02/11/2005		S		14,679 D \$ 121.28	D	
Common Stock	02/11/2005		M		29,655 A \$ 101.33	D	
	02/11/2005		S		29,655 D	D	

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Common Stock						\$ 121.28		
Common Stock	02/11/2005	M	59,343	A	\$ 101.33	1,386,967	D	
Common Stock	02/11/2005	S	59,343	D	\$ 121.28	1,327,624	D	
Common Stock	02/11/2005	M	29,846	A	\$ 89.95	1,357,470	D	
Common Stock	02/11/2005	S	29,846	D	\$ 121.28	1,327,624	D	
Common Stock	02/11/2005	M	7,465	A	\$ 101.33	1,335,089	D	
Common Stock	02/11/2005	S	7,465	D	\$ 121.28	1,327,624	D	
Common Stock	02/11/2005	M	15,294	A	\$ 101.33	1,342,918	D	
Common Stock	02/11/2005	S	15,294	D	\$ 121.28	1,327,624	D	
Common Stock	02/11/2005	M	64,551	A	\$ 101.33	1,392,175	D	
Common Stock	02/11/2005	S	64,551	D	\$ 121.28	1,327,624	D	
Common Stock	02/11/2005	M	16,632	A	\$ 101.33	1,344,256	D	
Common Stock	02/11/2005	S	16,632	D	\$ 121.28	1,327,624	D	
Common Stock	02/11/2005	M	7,038	A	\$ 101.33	1,334,662	D	
Common Stock	02/11/2005	S	7,038	D	\$ 121.28	1,327,624	D	
Common Stock	02/11/2005	M	8,239	A	\$ 101.33	1,335,863	D	
Common Stock	02/11/2005	S	8,239	D	\$ 121.28	1,327,624	D	
Common Stock	02/11/2005	M	31,431	A	\$ 101.33	1,359,055	D	
Common Stock	02/11/2005	S	31,431	D	\$ 121.28	1,327,624	D	
Common Stock	02/11/2005	M	21,519	A	\$ 101.33	1,349,143	D	
	02/11/2005	S	21,519	D		1,327,624	D	

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Common Stock					\$				121.28
Common Stock	02/11/2005		M	49,686	A	\$ 89.95	1,377,310		D
Common Stock	02/11/2005		S	49,686	D	\$ 121.28	1,327,624		D
Common Stock	02/11/2005		M	13,943	A	\$ 101.33	1,341,567		D
Common Stock	02/11/2005		S	13,943	D	\$ 121.28	1,327,624		D

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

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(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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Comp Stock Units	\$ 0	01/31/2005		M	35,875	<u>(1)</u>	<u>(1)</u>	Common Stock	35,875
Employee Stock Option (right to buy)	\$ 89.95	02/11/2005		M	14,679	06/01/2004	03/04/2006	Common Stock	14,679
Employee Stock Option (right to buy)	\$ 101.33	02/11/2005		M	29,655	12/01/2004	03/03/2006	Common Stock	29,655
Employee Stock	\$ 101.33	02/11/2005		M	59,343	12/01/2004	03/03/2006	Common Stock	59,343

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Option (right to buy)									
Employee Stock Option (right to buy)	\$ 89.95	02/11/2005	M	29,846	06/01/2004	03/04/2006	Common Stock	29,846	
Employee Stock Option (right to buy)	\$ 101.33	02/11/2005	M	7,465	12/01/2004	03/03/2006	Common Stock	7,465	
Employee Stock Option (right to buy)	\$ 101.33	02/11/2005	M	15,294	12/01/2004	03/03/2006	Common Stock	15,294	
Employee Stock Option (right to buy)	\$ 101.33	02/11/2005	M	64,551	12/01/2004	03/03/2006	Common Stock	64,551	
Employee Stock Option (right to buy)	\$ 101.33	02/11/2005	M	16,632	12/01/2004	03/03/2006	Common Stock	16,632	
Employee Stock Option (right to buy)	\$ 101.33	02/11/2005	M	7,038	12/01/2004	03/03/2006	Common Stock	7,038	
Employee Stock Option (right to buy)	\$ 101.33	02/11/2005	M	8,239	12/01/2004	03/03/2006	Common Stock	8,239	
Employee Stock Option (right to buy)	\$ 101.33	02/11/2005	M	31,431	12/01/2004	03/03/2006	Common Stock	31,431	
Employee Stock Option	\$ 101.33	02/11/2005	M	21,519	12/01/2004	03/04/2006	Common Stock	21,519	

(right to
buy)

Employee
Stock

Option	\$ 89.95	02/11/2005	M	49,686	06/01/2004	03/04/2006	Common Stock	49,686
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Employee
Stock

Option	\$ 101.33	02/11/2005	M	13,943	12/01/2004	03/04/2006	Common Stock	13,943
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Employee
Stock

Option	\$ 101.33	02/11/2005	M	11,322	12/01/2004	03/04/2006	Common Stock	11,322
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Employee
Stock

Option	\$ 101.33	02/11/2005	M	12,441	12/01/2004	03/04/2006	Common Stock	12,441
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHAEFFER LEONARD D 120 MONUMENT CIRCLE INDIANAPOLIS, IN 46204	X			

Signatures

Nancy Purcell, Attorney-in-fact	02/15/2005
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__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) These deferred shares vested on January 31, 2005 upon the termination of Mr. Schaeffer's employment with the company.

Remarks:

Form 1 of 2 being filed for the reporting person on the same day.

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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