

WELLPOINT INC

Form 4

September 05, 2006

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BOXER MARK 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)  
08/31/2006

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) below)

EVP

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                          | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Stock                       | 08/31/2006                              |                                                             | M                                    |                                                                         | 8,667                                                                                                           | A                                                                       | \$<br>35.85                                                       |
| Common<br>Stock                       | 08/31/2006                              |                                                             | M                                    |                                                                         | 4,667                                                                                                           | A                                                                       | \$<br>35.85                                                       |
| Common<br>Stock                       | 08/31/2006                              |                                                             | M                                    |                                                                         | 3,753                                                                                                           | A                                                                       | \$<br>44.18                                                       |
| Common<br>Stock                       | 08/31/2006                              |                                                             | S                                    |                                                                         | 3,300                                                                                                           | D                                                                       | \$<br>77.51                                                       |
| Common<br>Stock                       | 08/31/2006                              |                                                             | S                                    |                                                                         | 13,787                                                                                                          | D                                                                       | \$ 77.5                                                           |
|                                       | 09/01/2006                              |                                                             | M                                    |                                                                         | 13,333                                                                                                          | A                                                                       |                                                                   |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                 |                                                                         | 82,759.6431                                                       |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                 |                                                                         | D                                                                 |

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|              |            |  |   |        |   |          |              |   |
|--------------|------------|--|---|--------|---|----------|--------------|---|
| Common Stock |            |  |   |        |   | \$ 63.36 |              |   |
| Common Stock | 09/01/2006 |  | M | 22,913 | A | \$ 44.18 | 105,672.6431 | D |
| Common Stock | 09/01/2006 |  | S | 200    | D | \$ 77.62 | 105,472.6431 | D |
| Common Stock | 09/01/2006 |  | S | 400    | D | \$ 77.64 | 105,072.6431 | D |
| Common Stock | 09/01/2006 |  | S | 300    | D | \$ 77.66 | 104,772.6431 | D |
| Common Stock | 09/01/2006 |  | S | 40,400 | D | \$ 77.6  | 64,372.6431  | D |

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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option (Right to Buy)       | \$ 35.85                                               | 08/31/2006                           |                                                    | M                              | 8,667                                                                                   | 05/12/2006 05/12/2013                                    | Common Stock 8,667                                            |
| Employee Stock Option (Right to Buy)       | \$ 35.85                                               | 08/31/2006                           |                                                    | M                              | 4,667                                                                                   | 05/12/2006 05/12/2013                                    | Common Stock 4,667                                            |
| Employee Stock Option (Right to Buy)       | \$ 44.18                                               | 08/31/2006                           |                                                    | M                              | 3,753                                                                                   | <sup>(1)</sup> 05/17/2014                                | Common Stock 3,753                                            |

Buy)

Employee  
StockOption      \$ 63.36      09/01/2006  
(Right to  
Buy)

M

13,333

(2)

04/04/2015

Common  
Stock

13,333

Employee  
StockOption      \$ 44.18      09/01/2006  
(Right to  
Buy)

M

22,913

(3)

05/17/2014

Common  
Stock

22,913

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships                             |
|---------------------------------------------------------------|-------------------------------------------|
|                                                               | Director    10% Owner    Officer    Other |
| BOXER MARK L<br>120 MONUMENT CIRCLE<br>INDIANAPOLIS, IN 46204 | EVP                                       |

## Signatures

Nancy Purcell,  
Attorney-in-fact      09/05/2006

\_\_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) Exercised options vested on 5/17/05; of the remaining 36,247 options, 9,580 vested on 5/17/05, 13,333 vested on 5/17/06 and 13,334 will vest on 5/17/07.
- (2) Exercised options vested on 4/4/06; of the remaining 53,334 options, 13,333 will vest on each of 10/4/06 and 4/4/07 and 13,334 will vest on each of 10/4/07 and 4/4/08.
- (3) Exercised options of 9,580 vested on 5/17/05 and 13,333 vested on 5/17/06; the remaining 13,334 will vest on 5/17/07.

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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