

WELLPOINT INC

Form 4

February 28, 2008

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 *
GLASSCOCK LARRY C

(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)
02/26/2008

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	02/26/2008		M		28,000	A	\$ 44.18
Common Stock	02/26/2008		S ⁽¹⁾		1,600	D	\$ 74.16
Common Stock	02/26/2008		S		8,000	D	\$ 74.17
Common Stock	02/26/2008		S		1,500	D	\$ 74.19
Common Stock	02/26/2008		S		5,500	D	\$ 74.2
	02/26/2008		S		800	D	

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Common Stock					\$ 74.21		
Common Stock	02/26/2008	S	2,500	D	\$ 74.22	255,673.243	D
Common Stock	02/26/2008	S	300	D	\$ 74.23	255,373.243	D
Common Stock	02/26/2008	S	100	D	\$ 74.24	255,273.243	D
Common Stock	02/26/2008	S	3,000	D	\$ 74.25	252,273.243	D
Common Stock	02/26/2008	S	400	D	\$ 74.26	251,873.243	D
Common Stock	02/26/2008	S	200	D	\$ 74.27	251,673.243	D
Common Stock	02/26/2008	S	100	D	\$ 74.29	251,573.243	D
Common Stock	02/26/2008	S	3,900	D	\$ 74.3	247,673.243	D
Common Stock	02/26/2008	S	100	D	\$ 74.31	247,573.243	D
Common Stock	02/27/2008	M	28,000	A	\$ 44.18	275,573.243	D
Common Stock	02/27/2008	<u>S(1)</u>	10,000	D	\$ 73.88	265,573.243	D
Common Stock	02/27/2008	S	4,800	D	\$ 73.9	260,773.243	D
Common Stock	02/27/2008	S	800	D	\$ 73.91	259,973.243	D
Common Stock	02/27/2008	S	1,500	D	\$ 73.92	258,473.243	D
Common Stock	02/27/2008	S	3,200	D	\$ 73.94	255,273.243	D
Common Stock	02/27/2008	S	200	D	\$ 73.95	255,073.243	D
Common Stock	02/27/2008	S	500	D	\$ 73.96	254,573.243	D
Common Stock	02/27/2008	S	800	D	\$ 73.97	253,773.243	D
Common Stock	02/27/2008	S	1,100	D	\$ 73.98	252,673.243	D
	02/27/2008	S	200	D		252,473.243	D

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Common Stock						\$ 73.99		
Common Stock	02/27/2008		S	4,200	D	\$ 74	248,273.243	D
Common Stock	02/27/2008		S	200	D	\$ 74.01	248,073.243	D
Common Stock	02/27/2008		S	200	D	\$ 74.03	247,873.243	D
Common Stock	02/27/2008		S	300	D	\$ 74.04	247,573.243	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 44.18	02/26/2008		M	28,000	<u>(2)</u> 05/31/2010	Common Stock 28,000
Employee Stock Option (Right to Buy)	\$ 44.18	02/27/2008		M	28,000	<u>(3)</u> 05/31/2010	Common Stock 28,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

GLASSCOCK LARRY C
120 MONUMENT CIRCLE X
INDIANAPOLIS, IN 46204

Signatures

Nancy Purcell,
Attorney-in-fact 02/28/2008

__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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 11, 2008.
- (2) Exercised options vested on 5/17/05; of the remaining 372,000 options, 105,333 vested on 5/17/05, 133,333 vested on 5/17/06 and 133,334 vested on 5/17/07.
- (3) Exercised options vested on 5/17/05; of the remaining 344,000 options, 77,333 vested on 5/17/05, 133,333 vested on 5/17/06 and 133,334 vested 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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