

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 01/31/2005 | | M | | 35,875 A \$ 0 | 1,340,180 | D |
| Common Stock | 01/31/2005 | | F | | 12,556 D \$ 121.5 | 1,327,624 | D |
| Common Stock | 02/11/2005 | | M | | 14,679 A \$ 89.95 | 1,342,303 | D |
| Common Stock | 02/11/2005 | | S | | 14,679 D \$ 121.28 | 1,327,624 | D |
| Common Stock | 02/11/2005 | | M | | 29,655 A \$ 101.33 | 1,357,279 | D |
| | 02/11/2005 | | S | | 29,655 D | 1,327,624 | 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | | V (A) (D) | 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 |
|--------|----------|------------|--|---|--------|------------|------------|-----------------|--------|

(right to
buy)

Employee
Stock

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

(right to
buy)

Employee
Stock

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

(right to
buy)

Employee
Stock

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

(right to
buy)

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

__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.

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.