

WELLPOINT INC
Form 3
December 02, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| WATTS JOHN S JR | | (Month/Day/Year) | WELLPOINT INC [WLP] | |
| (Last) | (First) | (Middle) | 11/30/2004 | |
| 120 MONUMENT CIRCLE | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | (Check all applicable) | | |
| INDIANAPOLIS, IN 46204 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP | | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | |
| | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | | |
| | | <input type="checkbox"/> Form filed by More than One Reporting Person | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 2,132 | I | 401 (k) |
| Common Stock | 17,466 | D | ^ |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|---------------------|--------------------|-----------------|----------------------------------|----------|--|---|
| Deferred Comp Stock Units | Â (1) | Â (1) | Common Stock | 2,942 | \$ 0 | D | Â |
| Deferred Comp Stock Units | Â (2) | Â (2) | Common Stock | 10,600 | \$ 0 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 02/06/2012 | Common Stock | 14,587 | \$ 51.21 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 02/04/2013 | Common Stock | 117,800 | \$ 55.1 | D | Â |
| Employee Stock Option (right to buy) | Â (6) | 01/31/2011 | Common Stock | 8,138 | \$ 79.18 | D | Â |
| Employee Stock Option (right to buy) | Â (6) | 02/06/2012 | Common Stock | 4,000 | \$ 79.18 | D | Â |
| Employee Stock Option (right to buy) | Â (6) | 06/03/2011 | Common Stock | 3,111 | \$ 79.18 | D | Â |
| Employee Stock Option (right to buy) | Â (5) | 01/25/2014 | Common Stock | 79,360 | \$ 82.06 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WATTS JOHN S JR 120 MONUMENT CIRCLE INDIANAPOLIS, IN 46204 | Â | Â | Â EVP | Â |

Signatures

Nancy Purcell,
Attorney-in-fact

12/02/2004

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Each deferred stock unit represents the right to receive, on a deferred basis under the Issuer's Comprehensive Executive Non-qualified Retirement Plan, one share of the Issuer's common stock to be issued under the Issuer's 1999 Stock Incentive Plan upon the expiration of the deferral period. Each of the deferred stock units is currently vested.

(1) Each deferred stock unit represents the right to receive, on a deferred basis under the Issuer's Comprehensive Executive Non-qualified Retirement Plan, one share of the Issuer's common stock to be issued under the Issuer's 1999 Stock Incentive Plan upon the expiration of the deferral period. Each of the deferred stock units will vest in three successive equal annual installments, beginning January 26, 2005, subject to acceleration in the event the reporting person should terminate employment with the Issuer under certain prescribed circumstances.

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- (3) The options are vested with respect to 9,627 shares and will vest as to the remaining 4,960 shares on February 7, 2005.
- (4) The options are vested with respect to 58,900 shares and will vest as to the remaining 58,900 shares in three equal installments on February 5, 2005, August 5, 2005 and February 5, 2006.
- (5) The options are vested with respect to 13,226 shares and will vest as to the remaining 66,134 shares in five equal installments on January 26, 2005, July 26, 2005, January 26, 2006, July 26, 2006, and January 26, 2007.
- (6) These shares are fully vested.

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.