

DeVeydt Wayne S
Form 4
March 03, 2011

FORM 4

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

OMB APPROVAL

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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 *
DeVeydt Wayne S

2. Issuer Name and Ticker or Trading Symbol
WELLPOINT, INC [WLP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

120 MONUMENT CIRCLE

03/01/2011

EVP & Chief Financial Officer

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

INDIANAPOLIS, IN 46204

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 03/01/2011 | | F | 2,640 ⁽¹⁾ D | \$ 65.98 159,313.4 | D | |
| Common Stock | 03/01/2011 | | A | 10,458 ⁽²⁾ A | \$ 0 169,771.4 | D | |
| Common Stock | 03/02/2011 | | F | 28,117 ⁽¹⁾ D | \$ 66.81 141,654.4 | D | |
| Common Stock | 03/02/2011 | | M | 23,800 A | \$ 30.1 165,454.4 | D | |
| Common Stock | 03/02/2011 | | S | 23,800 D | \$ ⁶⁷ ₍₃₎ 141,654.4 | D | |

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| | | | | | | | |
|--------------|------------|---|-----------|---|------------------------|-----------|---|
| Common Stock | 03/03/2011 | M | 14,652 | A | \$ 30.1 | 156,306.4 | D |
| Common Stock | 03/03/2011 | S | 60,665.32 | D | \$ 68.44 <u>(4)</u> | 95,641.08 | 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 65.98 | 03/01/2011 | | A | 26,426 | <u>(5)</u> 03/01/2018 | Common Stock | 26,426 |
| Employee Stock Option (Right to Buy) | \$ 30.1 | 03/02/2011 | | M | 23,800 | <u>(6)</u> 03/02/2016 | Common Stock | 23,800 |
| Employee Stock Option (Right to Buy) | \$ 30.1 | 03/03/2011 | | M | 14,652 | <u>(7)</u> 03/02/2016 | Common Stock | 14,652 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DeVeydt Wayne S 120 MONUMENT CIRCLE | | | EVP & Chief Financial Officer | |

INDIANAPOLIS, IN 46204

Signatures

/s/ Kathleen S. Kiefer, Attorney
in fact

03/03/2011

__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) PAYMENT OF TAX LIABILITY BY WITHHOLDING STOCK INCIDENT TO THE VESTING OF PREVIOUSLY GRANTED RESTRICTED STOCK.

(2) Represents restricted share units. Restrictions lapse as follows: 3,486 each on 3/1/12, 12/10/12 and 3/1/14.

(3) This transaction was executed in multiple trades at prices ranging from \$67.00 to \$67.01. The price reported reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(4) This transaction was executed in multiple trades at prices ranging from \$68.16 to \$68.85. The price reported reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(5) Exercisable in four installments of 4,404 each on 9/1/11, 3/1/12, 9/1/12, 3/1/13, and two installments of 4,405 each on 9/1/13 and 3/1/14.

(6) 19,226 options vested on 9/2/10 and 4,574 vested on 3/2/11; of the remaining 53,105 options, 14,652 vested on 3/2/11, 19,226 vest on 9/2/11 and 19,227 vest on 3/2/12.

(7) Exercised options vested on 3/2/11; of the remaining 38,453 options, 19,226 vest on 9/2/2011 and 19,227 vest on 3/2/2012.

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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