

Anthem, Inc.
Form 4
March 04, 2015

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 *
Haytaian Peter D

(Last) (First) (Middle)

120 MONUMENT CIRCLE

(Street)

INDIANAPOLIS, IN 46204

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Anthem, Inc. [ANTM]

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP & Pres., Govt. Bus. Div.

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/02/2015		F	(A) or (D) Amount (1) 1,033 D	\$ 146.93 35,570	D	
Common Stock	03/02/2015		A	(A) or (D) Amount (2) 5,105 A	\$ 0 40,675	D	
Common Stock	03/03/2015		F	(A) or (D) Amount (1) 1,378 D	\$ 145.99 39,297	D	
Common Stock	03/03/2015		A	(A) or (D) Amount (3) 8,217 A	\$ 0 47,514	D	
Common Stock	03/03/2015		A	(A) or (D) Amount (4) 7,294 A	\$ 0 54,808	D	

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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)	\$ 146.93	03/02/2015		A		22,353		<u>(5)</u>	03/02/2025	Common Stock	22,353

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Haytaian Peter D 120 MONUMENT CIRCLE INDIANAPOLIS, IN 46204	EVP & Pres., Govt. Bus. Div.

Signatures

/s/ Kathleen S. Kiefer, Attorney
in fact 03/04/2015

__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 stock units. Restrictions lapse as follows: 1,701 on 3/2/16; and 1,702 each on 3/2/17 and 3/2/18
- (3) Represents performance based restricted stock units. Restrictions lapse as follows: 2,739 each on 3/3/15, 3/3/16 and 3/3/17.
- (4) Represents performance based restricted stock units. Restrictions lapse as follows: 2,431 each on 5/1/15 and 5/1/16; and 2,432 on 5/1/17.

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The option, representing a right to purchase a total of 22,353 shares, is exercisable in three equal semi-annual installments of 3,725 shares (5) each and three equal semi-annual installments of 3,726 shares each beginning on September 2, 2015, which is the six-month anniversary of the date on which the option was granted.

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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