

WELLPOINT INC
Form 4
December 06, 2004

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 *
HELWIG DAVID S

(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)
12/01/2004

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)
EVP

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 | 12/01/2004 | | M | | 15,930 | A | \$ 59.81 115,414 |
| Common Stock | 12/01/2004 | | F | | 11,736 | D | \$ 101.33 103,678 |
| Common Stock | 12/01/2004 | | M | | 11,403 | A | \$ 59.81 115,081 |
| Common Stock | 12/01/2004 | | F | | 8,401 | D | \$ 101.33 106,680 |
| Common Stock | 12/01/2004 | | M | | 3,993 | A | \$ 68.82 110,673 |

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| | | | | | | | |
|--------------|------------|---|--------|---|-----------|---------|---|
| Common Stock | 12/01/2004 | F | 3,170 | D | \$ 101.33 | 107,503 | D |
| Common Stock | 12/01/2004 | M | 9,129 | A | \$ 68.82 | 116,632 | D |
| Common Stock | 12/01/2004 | F | 7,247 | D | \$ 101.33 | 109,385 | D |
| Common Stock | 12/01/2004 | M | 1,313 | A | \$ 68.82 | 110,698 | D |
| Common Stock | 12/01/2004 | F | 1,042 | D | \$ 101.33 | 109,656 | D |
| Common Stock | 12/01/2004 | M | 2,540 | A | \$ 68.82 | 112,196 | D |
| Common Stock | 12/01/2004 | F | 2,017 | D | \$ 101.33 | 110,179 | D |
| Common Stock | 12/01/2004 | M | 10,175 | A | \$ 68.82 | 120,354 | D |
| Common Stock | 12/01/2004 | F | 8,077 | D | \$ 101.33 | 112,277 | D |
| Common Stock | 12/01/2004 | M | 6,067 | A | \$ 68.82 | 118,344 | D |
| Common Stock | 12/01/2004 | F | 4,816 | D | \$ 101.33 | 113,528 | D |
| Common Stock | 12/01/2004 | M | 13,017 | A | \$ 68.82 | 126,545 | D |
| Common Stock | 12/01/2004 | F | 10,334 | D | \$ 101.33 | 116,211 | D |
| Common Stock | 12/01/2004 | M | 7,252 | A | \$ 27.57 | 123,463 | D |
| Common Stock | 12/01/2004 | F | 1,973 | D | \$ 101.33 | 121,490 | D |
| Common Stock | 12/01/2004 | M | 7,015 | A | \$ 59.81 | 128,505 | D |
| Common Stock | 12/01/2004 | F | 5,169 | D | \$ 101.33 | 123,336 | D |
| Common Stock | 12/01/2004 | M | 6,217 | A | \$ 59.81 | 129,553 | D |
| Common Stock | 12/01/2004 | F | 4,580 | D | \$ 101.33 | 124,973 | D |
| Common Stock | 12/01/2004 | M | 9,415 | A | \$ 59.81 | 134,388 | D |
| | 12/01/2004 | F | 6,936 | D | | 127,452 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|---------|---|
| Common Stock | | | | | \$ | 101.33 | |
| Common Stock | 12/01/2004 | M | 3,282 | A | \$ 59.81 | 130,734 | D |
| Common Stock | 12/01/2004 | F | 2,418 | D | \$ 101.33 | 128,316 | D |
| Common Stock | 12/01/2004 | M | 331 | A | \$ 59.81 | 128,647 | D |
| Common Stock | 12/01/2004 | F | 244 | D | \$ 101.33 | 128,403 | 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.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 59.81 | 12/01/2004 | | M | 15,930 | 06/01/2002 02/01/2011 | Common Stock | 15 | |
| Employee Stock Option (right to buy) | \$ 101.33 | 12/01/2004 | | A | 11,736 | 12/01/2004 02/01/2011 | Common Stock | 11 | |
| Employee Stock Option (right to buy) | \$ 59.81 | 12/01/2004 | | M | 11,403 | 06/01/2002 02/11/2009 | Common Stock | 11 | |
| Employee Stock | \$ 101.33 | 12/01/2004 | | A | 8,401 | 12/01/2004 02/11/2009 | Common Stock | 8 | |

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| | | | | | | | | | |
|--|-----------|------------|---|--------|------------|------------|-----------------|----|--|
| Option (right to buy) | | | | | | | | | |
| Employee Stock Option (right to buy) | \$ 68.82 | 12/01/2004 | M | 3,993 | 06/01/2003 | 02/09/2007 | Common Stock | 3 | |
| Employee Stock Option (right to buy) | \$ 101.33 | 12/01/2004 | A | 3,170 | 12/01/2004 | 02/09/2007 | Common Stock | 3 | |
| Employee Stock Option (right to buy) | \$ 68.82 | 12/01/2004 | M | 9,129 | 06/01/2003 | 02/10/2010 | Common Stock | 9 | |
| Employee Stock Option (right to buy) | \$ 101.33 | 12/01/2004 | A | 7,247 | 12/01/2004 | 02/10/2010 | Common Stock | 7 | |
| Employee Stock Option (right to buy) | \$ 68.82 | 12/01/2004 | M | 1,313 | 06/01/2003 | 02/11/2009 | Common Stock | 1 | |
| Employee Stock Option (right to buy) | \$ 101.33 | 12/01/2004 | A | 1,042 | 12/01/2004 | 02/11/2009 | Common Stock | 1 | |
| Employee Stock Option (right to buy) | \$ 68.82 | 12/01/2004 | M | 2,540 | 06/01/2003 | 02/11/2009 | Common Stock | 2 | |
| Employee Stock Option (right to buy) | \$ 101.33 | 12/01/2004 | A | 2,017 | 12/01/2004 | 02/11/2009 | Common Stock | 2 | |
| Employee Stock Option | \$ 68.82 | 12/01/2004 | M | 10,175 | 06/01/2003 | 02/10/2007 | Common Stock | 10 | |

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| | | | | | | | | | | |
|--------------------------------------|-----------|------------|---|--------|------------|------------|--------------|----|--|--|
| (right to buy) | | | | | | | | | | |
| Employee Stock Option (right to buy) | \$ 101.33 | 12/01/2004 | A | 8,077 | 12/01/2004 | 02/10/2007 | Common Stock | 8 | | |
| Employee Stock Option (right to buy) | \$ 68.82 | 12/01/2004 | M | 6,067 | 06/01/2003 | 02/11/2010 | Common Stock | 6 | | |
| Employee Stock Option (right to buy) | \$ 101.33 | 12/01/2004 | A | 4,816 | 12/01/2004 | 02/11/2010 | Common Stock | 4 | | |
| Employee Stock Option (right to buy) | \$ 68.82 | 12/01/2004 | M | 13,017 | 06/01/2003 | 01/31/2011 | Common Stock | 13 | | |
| Employee Stock Option (right to buy) | \$ 101.33 | 12/01/2004 | A | 10,334 | 12/01/2004 | 01/31/2011 | Common Stock | 10 | | |
| Employee Stock Option (right to buy) | \$ 27.57 | 12/01/2004 | M | 7,252 | 02/11/2000 | 02/10/2010 | Common Stock | 7 | | |
| Employee Stock Option (right to buy) | \$ 101.33 | 12/01/2004 | A | 1,973 | 12/01/2004 | 02/10/2010 | Common Stock | 1 | | |
| Employee Stock Option (right to buy) | \$ 59.81 | 12/01/2004 | M | 7,015 | 06/01/2002 | 02/10/2007 | Common Stock | 7 | | |
| Employee Stock Option (right to | \$ 101.33 | 12/01/2004 | A | 5,169 | 12/01/2004 | 02/10/2007 | Common Stock | 5 | | |

buy)

Employee
Stock
Option
(right to
buy)

\$ 59.81

12/01/2004

M

6,217

06/01/2002 01/05/2005

Common
Stock

6

Employee
Stock
Option
(right to
buy)

\$ 101.33

12/01/2004

A

4,580

12/01/2004 01/05/2005

Common
Stock

4

Employee
Stock
Option
(right to
buy)

\$ 59.81

12/01/2004

M

9,415

06/01/2002 02/11/2010

Common
Stock

9

Employee
Stock
Option
(right to
buy)

\$ 101.33

12/01/2004

A

6,936

12/01/2004 02/11/2010

Common
Stock

6

Employee
Stock
Option
(right to
buy)

\$ 59.81

12/01/2004

M

3,282

06/01/2002 03/27/2011

Common
Stock

3

Employee
Stock
Option
(right to
buy)

\$ 101.33

12/01/2004

A

2,418

12/01/2004 03/27/2011

Common
Stock

2

Employee
Stock
Option
(right to
buy)

\$ 59.81

12/01/2004

M

331

06/01/2002 02/11/2010

Common
Stock

3

Employee
Stock
Option
(right to
buy)

\$ 101.33

12/01/2004

A

244

12/01/2004 02/11/2010

Common
Stock

2

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

HELWIG DAVID S
120 MONUMENT CIRCLE
INDIANAPOLIS, IN 46204

EVP

Signatures

Nancy L. Purcell,
Attorney-in-fact

12/03/2004

__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).

Remarks:

1 of 2 Forms being filed for the same reporting person.

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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