

Brown Randal L  
 Form 4  
 May 03, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Brown Randal L

(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)  
 04/29/2011

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 & Chief HR Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/29/2011		M		10,000	A	\$ 63.36
Common Stock	04/29/2011		M		30,762	A	\$ 30.1
Common Stock	04/29/2011		M		11,935	A	\$ 62.06
Common Stock	04/29/2011		S		70,745.68	D	\$ 76.21
Common Stock							(1)
Common Stock							3,548
						I	IRA

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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)	\$ 63.36	04/29/2011		M	10,000	<sup>(2)</sup> 04/04/2015	Common Stock 10,000
Employee Stock Option (Right to Buy)	\$ 30.1	04/29/2011		M	30,762	<sup>(3)</sup> 03/02/2016	Common Stock 30,762
Employee Stock Option (Right to Buy)	\$ 62.06	04/29/2011		M	11,935	<sup>(4)</sup> 03/01/2017	Common Stock 11,935

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Brown Randal L 120 MONUMENT CIRCLE INDIANAPOLIS, IN 46204	EVP & Chief HR Officer

## Signatures

/s/ Kathleen S. Kiefer, Attorney in fact 05/03/2011

\_\_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).

This transaction was executed in multiple trades at prices ranging from \$76.12 to \$76.45. 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.

(2) Options exercised vested on 4/4/08.

(3) Options exercised vested as follows: 15,381 vested on each of 9/2/10 and 3/2/11. Of the remaining 30,762 options, 15,381 vest on each of 9/2/2011 and 3/2/2012.

(4) Options exercised vested as follow: 5,967 vested on 9/1/10 and 5,968 vested on 3/1/11. Of the remaining 23,872 options, 5,968 vest on each of 9/1/11, 3/1/12, 9/1/12 and 3/1/13.

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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