

WELLPOINT, INC
Form 4
March 05, 2012

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 *
MCCARTHY GLORIA M

(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)
03/01/2012

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, Office of the CEO

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 (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	03/01/2012		A		11,367 (1)	A	\$ 0 59,600.1293 D
Common Stock	03/01/2012		A		6,795 (2)	A	\$ 0 66,395.1293 D
Common Stock	03/01/2012		F		3,766 (3)	D	\$ 66.23 62,629.1293 D
Common Stock	03/02/2012		F		4,954 (3)	D	\$ 65.78 57,675.1293 D

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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 66.23	03/01/2012		A	18,506	<u>(4)</u> 03/01/2019	Common Stock	18,506

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCARTHY GLORIA M 120 MONUMENT CIRCLE INDIANAPOLIS, IN 46204			EVP, Office of the CEO	

Signatures

/s/ Kathleen S. Kiefer, Attorney
in fact
03/05/2012

**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) Represents performance based restricted share units. Restrictions lapse as follows: 3,789 each on 3/1/12, 12/10/12 and 3/1/14.
- (2) Represents restricted share units. Restrictions lapse as follows: 2,265 each on 12/10/12, 3/1/14 and 3/1/15.
- (3) PAYMENT OF TAX LIABILITY BY WITHHOLDING STOCK INCIDENT TO THE VESTING OF PREVIOUSLY GRANTED RESTRICTED STOCK.
- (4) Exercisable in four installments of 3,084 each on 9/1/12, 3/1/13, 9/1/13, 3/1/14, and two installments of 3,085 each on 9/1/14 and 3/1/15.

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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