

Miller Martin L
Form 4
March 03, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Miller Martin 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)
03/01/2010

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)
SVP & Chief Accounting 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 or Price		
Common Stock	03/01/2010		A		4,432 (1)	A	\$ 0 24,219 D
Common Stock	03/02/2010		M		6,033	A	\$ 47.5 30,252 D
Common Stock	03/02/2010		M		6,344	A	\$ 30.1 36,596 D
Common Stock	03/02/2010		S(2)		12,893	D	\$ 61.19 23,703 D
Common Stock	03/02/2010		F		1,864 (3)	D	\$ 61.9 21,839 D

Edgar Filing: Miller Martin L - Form 4

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 62.06	03/01/2010		A	19,693	⁽⁴⁾ 03/01/2017	Common Stock	19,693
Employee Stock Option (Right to Buy)	\$ 47.5	03/02/2010		M	6,033	⁽⁵⁾ 10/01/2015	Common Stock	6,033
Employee Stock Option (Right to Buy)	\$ 30.1	03/02/2010		M	6,344	⁽⁶⁾ 03/02/2016	Common Stock	6,344

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Martin L 120 MONUMENT CIRCLE INDIANAPOLIS, IN 46204			SVP & Chief Accounting Officer	

Signatures

/s/ Kathleen S. Kiefer, Attorney
in fact

03/03/2010

**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 restricted share units. Restrictions lapse on 1,477 shares each on 3/1/11 and 3/1/12 and 1,478 shares on 3/1/13.
- (2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 22, 2010.
- (3) PAYMENT OF TAX LIABILITY BY WITHHOLDING STOCK INCIDENT TO THE VESTING OF PREVIOUSLY GRANTED RESTRICTED STOCK.
- (4) Exercisable in five installments of 3,282 each on 9/1/10, 3/1/11, 9/1/11, 3/1/12 and 9/1/12 and one installment of 3,283 on 3/1/13.
- (5) 3,016 options vested on 4/1/09 and 3,017 options vested on 10/1/09; of the remaining 12,068 options, 3,017 vest each on 4/1/10, 10/1/10, 4/1/11 and 10/1/11.
- (6) Exercised options vested on 9/2/09; of the remaining 31,723 options, 6,344 vest each on 3/2/10 and 9/2/10, and 6,345 vest each on 3/2/11, 9/2/11 and 3/2/12.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.