

Anthem, Inc.
Form 4
March 03, 2017

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 *
Penczek Ronald W

(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)
03/01/2017

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)
				(A) or (D)	Price		
Common Stock	03/01/2017		F	72 ⁽¹⁾	D \$ 166.97	1,248	D
Common Stock	03/01/2017		A	525 ⁽²⁾	A \$ 0	1,773	D
Common Stock	03/01/2017		M	810	A \$ 131.8	2,583	D
Common Stock	03/01/2017		S	810	D \$ 166.44	1,773	D
Common Stock	03/02/2017		F	31 ⁽¹⁾	D \$ 165.97	1,742	D

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Common Stock	03/02/2017	S	118	D	\$ 166.81	1,624	D
Common Stock	03/02/2017	M	285	A	\$ 89.44	1,909	D
Common Stock	03/02/2017	S	285	D	\$ 166.81	1,624	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 166.97	03/01/2017		A	2,141	<u>(3)</u> 03/01/2027	Common Stock	2,141	
Employee Stock Option (Right to Buy)	\$ 131.8	03/01/2017		M	810	<u>(4)</u> 03/01/2026	Common Stock	810	
Employee Stock Option (Right to Buy)	\$ 89.44	03/02/2017		M	285	<u>(5)</u> 03/03/2021	Common Stock	285	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Penczek Ronald W
120 MONUMENT CIRCLE
INDIANAPOLIS, IN 46204

SVP, Chief Accounting Officer

Signatures

/s/ Kathleen S. Kiefer, Attorney
in fact

03/03/2017

__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 share units. Restrictions lapse as follows: 175 shares each on 3/1/2018, 3/1/2019 and 3/1/2020.

(3) The option represents a right to purchase a total of 2,141 shares, and is exercisable in six semi-annual installments, with one installment of 356 shares and five installments of 357 shares each, beginning on September 1, 2017, which is the six-month anniversary of the option grant date.

(4) The option represents a right to purchase a total of 2,432 shares, became exercisable in six semi-annual installments, with four installments of 405 shares each and two installments of 406 shares each, beginning on September 1, 2016, which was the six-month anniversary of the option grant date.

(5) The option represents a right to purchase a total of 1,711 shares, and is exercisable in five semi-annual installments of 285 shares each and one installment of 286 shares beginning on September 3, 2014, 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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