

WELLPOINT INC
Form 4
May 17, 2007

FORM 4

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

OMB APPROVAL

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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 *
BOXER MARK 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)
05/15/2007

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)
Pres & CEO of OT&GS and 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) | (A) or (D) | 5. Amount or Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|--|-----------------------------------|
| Common Stock | 05/15/2007 | | M | 26,666 | A | \$ 63.36 | 89,256.377 | D | |
| Common Stock | 05/15/2007 | | M | 24,444 | A | \$ 76.59 | 113,700.377 | D | |
| Common Stock | 05/15/2007 | | S | 49,610 | D | \$ 83.95 | 64,090.377 | D | |
| Common Stock | 05/15/2007 | | S | 1,076 | D | \$ 83.96 | 63,014.377 | D | |
| Common Stock | 05/15/2007 | | S | 5,000 | D | \$ 83.98 | 58,014.377 | D | |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 63.36 | 05/15/2007 | | M | 26,666 | ⁽¹⁾ 04/04/2015 | Common Stock | 26,666 |
| Employee Stock Option (Right to Buy) | \$ 76.59 | 05/15/2007 | | M | 24,444 | ⁽²⁾ 03/01/2016 | Common Stock | 24,444 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BOXER MARK L 120 MONUMENT CIRCLE INDIANAPOLIS, IN 46204 | | | Pres & CEO of OT&GS and EVP | |

Signatures

Nancy Purcell,
Attorney-in-fact

05/17/2007

**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).

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- (1) 13,333 options vested on 10/4/06 and 13,333 vested on 4/4/07. Of the remaining 26,668 options, 13,334 vest on each of 10/4/07 and 4/4/08.
- (2) 12,222 options vested on 9/1/06 and 12,222 vested on 3/1/07. Of the remaining 48,889 options, 12,222 vests on each of 9/1/07, 3/1/08 and 9/1/08. The remaining 12,223 vests on 3/1/09.

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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