

WELLPOINT INC
Form 4
December 06, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
HELWIG DAVID S

(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)
12/01/2004

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/01/2004		M		15,930	A	\$ 59.81
							115,414
Common Stock	12/01/2004		F		11,736	D	\$ 101.33
							103,678
Common Stock	12/01/2004		M		11,403	A	\$ 59.81
							115,081
Common Stock	12/01/2004		F		8,401	D	\$ 101.33
							106,680
Common Stock	12/01/2004		M		3,993	A	\$ 68.82
							110,673

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Common Stock	12/01/2004	F	3,170	D	\$ 101.33	107,503	D
Common Stock	12/01/2004	M	9,129	A	\$ 68.82	116,632	D
Common Stock	12/01/2004	F	7,247	D	\$ 101.33	109,385	D
Common Stock	12/01/2004	M	1,313	A	\$ 68.82	110,698	D
Common Stock	12/01/2004	F	1,042	D	\$ 101.33	109,656	D
Common Stock	12/01/2004	M	2,540	A	\$ 68.82	112,196	D
Common Stock	12/01/2004	F	2,017	D	\$ 101.33	110,179	D
Common Stock	12/01/2004	M	10,175	A	\$ 68.82	120,354	D
Common Stock	12/01/2004	F	8,077	D	\$ 101.33	112,277	D
Common Stock	12/01/2004	M	6,067	A	\$ 68.82	118,344	D
Common Stock	12/01/2004	F	4,816	D	\$ 101.33	113,528	D
Common Stock	12/01/2004	M	13,017	A	\$ 68.82	126,545	D
Common Stock	12/01/2004	F	10,334	D	\$ 101.33	116,211	D
Common Stock	12/01/2004	M	7,252	A	\$ 27.57	123,463	D
Common Stock	12/01/2004	F	1,973	D	\$ 101.33	121,490	D
Common Stock	12/01/2004	M	7,015	A	\$ 59.81	128,505	D
Common Stock	12/01/2004	F	5,169	D	\$ 101.33	123,336	D
Common Stock	12/01/2004	M	6,217	A	\$ 59.81	129,553	D
Common Stock	12/01/2004	F	4,580	D	\$ 101.33	124,973	D
Common Stock	12/01/2004	M	9,415	A	\$ 59.81	134,388	D
	12/01/2004	F	6,936	D		127,452	D

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Common Stock					\$	101.33	
Common Stock	12/01/2004	M	3,282	A	\$ 59.81	130,734	D
Common Stock	12/01/2004	F	2,418	D	\$ 101.33	128,316	D
Common Stock	12/01/2004	M	331	A	\$ 59.81	128,647	D
Common Stock	12/01/2004	F	244	D	\$ 101.33	128,403	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 59.81	12/01/2004		M	15,930	06/01/2002 02/01/2011	Common Stock 15
Employee Stock Option (right to buy)	\$ 101.33	12/01/2004		A	11,736	12/01/2004 02/01/2011	Common Stock 11
Employee Stock Option (right to buy)	\$ 59.81	12/01/2004		M	11,403	06/01/2002 02/11/2009	Common Stock 11
Employee Stock	\$ 101.33	12/01/2004		A	8,401	12/01/2004 02/11/2009	Common Stock 8

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Option (right to buy)									
Employee Stock Option (right to buy)	\$ 68.82	12/01/2004	M	3,993	06/01/2003	02/09/2007	Common Stock	3	
Employee Stock Option (right to buy)	\$ 101.33	12/01/2004	A	3,170	12/01/2004	02/09/2007	Common Stock	3	
Employee Stock Option (right to buy)	\$ 68.82	12/01/2004	M	9,129	06/01/2003	02/10/2010	Common Stock	9	
Employee Stock Option (right to buy)	\$ 101.33	12/01/2004	A	7,247	12/01/2004	02/10/2010	Common Stock	7	
Employee Stock Option (right to buy)	\$ 68.82	12/01/2004	M	1,313	06/01/2003	02/11/2009	Common Stock	1	
Employee Stock Option (right to buy)	\$ 101.33	12/01/2004	A	1,042	12/01/2004	02/11/2009	Common Stock	1	
Employee Stock Option (right to buy)	\$ 68.82	12/01/2004	M	2,540	06/01/2003	02/11/2009	Common Stock	2	
Employee Stock Option (right to buy)	\$ 101.33	12/01/2004	A	2,017	12/01/2004	02/11/2009	Common Stock	2	
Employee Stock Option	\$ 68.82	12/01/2004	M	10,175	06/01/2003	02/10/2007	Common Stock	10	

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(right to buy)										
Employee Stock Option (right to buy)	\$ 101.33	12/01/2004	A	8,077		12/01/2004	02/10/2007	Common Stock	8	
Employee Stock Option (right to buy)	\$ 68.82	12/01/2004	M	6,067		06/01/2003	02/11/2010	Common Stock	6	
Employee Stock Option (right to buy)	\$ 101.33	12/01/2004	A	4,816		12/01/2004	02/11/2010	Common Stock	4	
Employee Stock Option (right to buy)	\$ 68.82	12/01/2004	M	13,017		06/01/2003	01/31/2011	Common Stock	13	
Employee Stock Option (right to buy)	\$ 101.33	12/01/2004	A	10,334		12/01/2004	01/31/2011	Common Stock	10	
Employee Stock Option (right to buy)	\$ 27.57	12/01/2004	M	7,252		02/11/2000	02/10/2010	Common Stock	7	
Employee Stock Option (right to buy)	\$ 101.33	12/01/2004	A	1,973		12/01/2004	02/10/2010	Common Stock	1	
Employee Stock Option (right to buy)	\$ 59.81	12/01/2004	M	7,015		06/01/2002	02/10/2007	Common Stock	7	
Employee Stock Option (right to	\$ 101.33	12/01/2004	A	5,169		12/01/2004	02/10/2007	Common Stock	5	

buy)

Employee
Stock
Option
(right to
buy)

\$ 59.81

12/01/2004

M

6,217

06/01/2002 01/05/2005

Common
Stock

6

Employee
Stock
Option
(right to
buy)

\$ 101.33

12/01/2004

A

4,580

12/01/2004 01/05/2005

Common
Stock

4

Employee
Stock
Option
(right to
buy)

\$ 59.81

12/01/2004

M

9,415

06/01/2002 02/11/2010

Common
Stock

9

Employee
Stock
Option
(right to
buy)

\$ 101.33

12/01/2004

A

6,936

12/01/2004 02/11/2010

Common
Stock

6

Employee
Stock
Option
(right to
buy)

\$ 59.81

12/01/2004

M

3,282

06/01/2002 03/27/2011

Common
Stock

3

Employee
Stock
Option
(right to
buy)

\$ 101.33

12/01/2004

A

2,418

12/01/2004 03/27/2011

Common
Stock

2

Employee
Stock
Option
(right to
buy)

\$ 59.81

12/01/2004

M

331

06/01/2002 02/11/2010

Common
Stock

3

Employee
Stock
Option
(right to
buy)

\$ 101.33

12/01/2004

A

244

12/01/2004 02/11/2010

Common
Stock

2

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

HELWIG DAVID S
120 MONUMENT CIRCLE
INDIANAPOLIS, IN 46204

EVP

Signatures

Nancy L. Purcell,
Attorney-in-fact

12/03/2004

__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).

Remarks:

1 of 2 Forms being filed for the same reporting person.

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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