

WELLPOINT, INC  
Form 4  
September 06, 2013

**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 \*  
Brown Randal 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)  
09/04/2013

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 & Chief HR 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                             |
| Common Stock                    | 09/04/2013                           |                                                    | M                              |                                                                   | 53,333                                                                                        | A                                                        | \$ 76.59                          |
| Common Stock                    | 09/04/2013                           |                                                    | M                              |                                                                   | 61,867                                                                                        | A                                                        | \$ 80.81                          |
| Common Stock                    | 09/04/2013                           |                                                    | M                              |                                                                   | 58,244                                                                                        | A                                                        | \$ 70.8                           |
| Common Stock                    | 09/04/2013                           |                                                    | M                              |                                                                   | 23,872                                                                                        | A                                                        | \$ 62.06                          |
| Common Stock                    | 09/04/2013                           |                                                    | M                              |                                                                   | 13,595                                                                                        | A                                                        | \$ 65.98                          |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 83,665                            |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 145,532                           |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 203,776                           |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 227,648                           |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 241,243                           |

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|              |            |   |         |   |                        |         |   |     |
|--------------|------------|---|---------|---|------------------------|---------|---|-----|
| Common Stock | 09/04/2013 | M | 9,252   | A | \$ 66.23               | 250,495 | D |     |
| Common Stock | 09/04/2013 | M | 3,484   | A | \$ 61.88               | 253,979 | D |     |
| Common Stock | 09/04/2013 | S | 223,647 | D | \$ 86.86<br><u>(1)</u> | 30,332  | D |     |
| Common Stock |            |   |         |   |                        | 3,548   | I | IRA |

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 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)       | \$ 76.59                                               | 09/04/2013                           |                                                    | M                              | 53,333                                                                                  | <u>(2)</u> 03/01/2016                                    | Common Stock 53,333                                           |
| Employee Stock Option (Right to Buy)       | \$ 80.81                                               | 09/04/2013                           |                                                    | M                              | 61,867                                                                                  | <u>(3)</u> 03/01/2017                                    | Common Stock 61,867                                           |
| Employee Stock Option (Right to Buy)       | \$ 70.8                                                | 09/04/2013                           |                                                    | M                              | 58,244                                                                                  | <u>(4)</u> 03/03/2015                                    | Common Stock 58,244                                           |
| Employee Stock                             | \$ 62.06                                               | 09/04/2013                           |                                                    | M                              | 23,872                                                                                  | <u>(5)</u> 03/01/2017                                    | Common Stock 23,872                                           |

Option  
(Right to  
Buy)

Employee  
Stock

|                             |          |            |   |        |            |            |                 |        |
|-----------------------------|----------|------------|---|--------|------------|------------|-----------------|--------|
| Option<br>(Right to<br>Buy) | \$ 65.98 | 09/04/2013 | M | 13,595 | <u>(6)</u> | 03/01/2018 | Common<br>Stock | 13,595 |
|-----------------------------|----------|------------|---|--------|------------|------------|-----------------|--------|

Employee  
Stock

|                             |          |            |   |       |            |            |                 |       |
|-----------------------------|----------|------------|---|-------|------------|------------|-----------------|-------|
| Option<br>(Right to<br>Buy) | \$ 66.23 | 09/04/2013 | M | 9,252 | <u>(7)</u> | 03/01/2019 | Common<br>Stock | 9,252 |
|-----------------------------|----------|------------|---|-------|------------|------------|-----------------|-------|

Employee  
Stock

|                             |          |            |   |       |            |            |                 |       |
|-----------------------------|----------|------------|---|-------|------------|------------|-----------------|-------|
| Option<br>(Right to<br>Buy) | \$ 61.88 | 09/04/2013 | M | 3,484 | <u>(8)</u> | 03/01/2020 | Common<br>Stock | 3,484 |
|-----------------------------|----------|------------|---|-------|------------|------------|-----------------|-------|

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                        |       |
|-----------------------------------------------------------------|---------------|-----------|------------------------|-------|
|                                                                 | Director      | 10% Owner | Officer                | Other |
| Brown Randal L<br>120 MONUMENT CIRCLE<br>INDIANAPOLIS, IN 46204 |               |           | EVP & Chief HR Officer |       |

## Signatures

/s/ Kathleen S. Kiefer, Attorney  
in fact

09/06/2013

\_\_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) This transaction was executed in multiple trades at prices ranging from \$86.50 to \$87.20. The price reported reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was affected.

(2) The option, representing a right to purchase a total of 53,333 shares, became exercisable in one semi-annual installment of 8,888 shares and five equal semi-annual installments of 8,889 shares each beginning on September 1, 2006, which was the six-month anniversary of the date on which the option was granted.

(3) The option, representing a right to purchase a total of 61,867 shares, became exercisable in five equal semi-annual installments of 10,311 shares each and one semi-annual installment of 10,312 shares beginning on September 1, 2007, which was the six-month anniversary of the date on which the option was granted.

(4) The option, representing a right to purchase a total of 58,244 shares, became exercisable in four equal semi-annual installments of 9,707 shares each and two equal semi-annual installments of 9,708 shares each beginning on September 3, 2008, which was the six-month anniversary of the date on which the option was granted.

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(5) The option, representing a right to purchase a total of 35,807 shares, became exercisable in one semi-annual installment of 5,967 shares and five equal semi-annual installments of 5,968 shares each beginning on September 1, 2010, which was the six-month anniversary of the date on which the option was granted.

(6) The option, representing a right to purchase a total of 16,315 shares, became exercisable in five equal semi-annual installments of 2,719 shares each and one semi-annual installment of 2,720 shares beginning on September 1, 2011, which was the six-month anniversary of the date on which the option was granted.

(7) The option, representing a right to purchase a total of 18,506 shares, became exercisable in four equal semi-annual installments of 3,084 shares each and two equal semi-annual installments of 3,085 shares each beginning on September 1, 2012, which was the six-month anniversary of the date on which the option was granted.

(8) The option, representing a right to purchase a total of 20,904 shares, became exercisable in six equal semi-annual installments of 3,484 shares each beginning on September 1, 2013, which was 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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