

WELLPOINT INC
Form 3
December 02, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â SCHAEFFER LEONARD D | | (Month/Day/Year) | WELLPOINT INC [WLP] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 120 MONUMENT CIRCLE | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| INDIANAPOLIS,Â INÂ 46204 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| 6. Individual or Joint/Group Filing(Check Applicable Line) | | | | |
| <input checked="" type="checkbox"/> Form filed by One Reporting Person | | | | |
| <input type="checkbox"/> Form filed by More than One Reporting Person | | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 40 | I | 401(k) |
| Common Stock | 1,163,228 | D | Â |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|---------------------|--------------------|-----------------|----------------------------------|----------|--|---|
| Deferred Comp Stock Units | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 56,829 | \$ 0 | D | Â |
| Deferred Comp Stock Units | Â <u>(2)</u> | Â <u>(2)</u> | Common Stock | 11,808 | \$ 0 | D | Â |
| Deferred Comp Stock Units | Â <u>(3)</u> | Â <u>(3)</u> | Common Stock | 36,100 | \$ 0 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 06/03/2011 | Common Stock | 82,668 | \$ 34.92 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 01/31/2011 | Common Stock | 224,030 | \$ 38.9 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 03/04/2006 | Common Stock | 20,388 | \$ 39.86 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 02/10/2009 | Common Stock | 106,122 | \$ 41.73 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 03/04/2006 | Common Stock | 17,978 | \$ 42.94 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 03/04/2006 | Common Stock | 22,022 | \$ 42.94 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 03/04/2006 | Common Stock | 32,657 | \$ 47.54 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 03/03/2006 | Common Stock | 47,021 | \$ 49.04 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 02/10/2009 | Common Stock | 106,122 | \$ 49.85 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(5)</u> | 02/06/2012 | Common Stock | 496,000 | \$ 51.21 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 03/03/2006 | Common Stock | 22,009 | \$ 53.09 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 03/03/2006 | Common Stock | 23,582 | \$ 54.85 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(6)</u> | 02/04/2013 | Common Stock | 496,000 | \$ 55.1 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 03/03/2006 | Common Stock | 80,549 | \$ 59.81 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 03/03/2006 | Common Stock | 40,193 | \$ 59.98 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 03/03/2006 | Common Stock | 20,221 | \$ 62.9 | D | Â |

| | | | | | | | |
|--------------------------------------|-------|------------|--------------|---------|----------|---|---|
| Employee Stock Option (right to buy) | Â (4) | 03/03/2006 | Common Stock | 81,313 | \$ 68.82 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 02/11/2008 | Common Stock | 107,039 | \$ 75.4 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 03/03/2006 | Common Stock | 8,934 | \$ 75.4 | D | Â |
| Employee Stock Option (right to buy) | Â (7) | 01/25/2014 | Common Stock | 361,708 | \$ 82.06 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 02/10/2007 | Common Stock | 9,280 | \$ 87.72 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 02/10/2010 | Common Stock | 223,145 | \$ 87.72 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 02/11/2008 | Common Stock | 71,074 | \$ 87.72 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 03/01/2010 | Common Stock | 61,960 | \$ 87.72 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 03/04/2006 | Common Stock | 94,210 | \$ 89.95 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 02/10/2007 | Common Stock | 112,761 | \$ 89.95 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 02/10/2010 | Common Stock | 1,654 | \$ 89.95 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHAEFFER LEONARD D 120 MONUMENT CIRCLE INDIANAPOLIS, IN 46204 | Â X | Â | Â | Â |

Signatures

Nancy Purcell,
Attorney-in-fact

12/02/2004

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Deferred share right grant made in the Company's Comprehensive Executive Non-qualified Retirement Plan and awarded pursuant to the Company's 1999 Stock Incentive Plan. The deferred shares are fully vested.
 - (2) Deferred share right grant made in the Company's Comprehensive Executive Non-qualified Retirement Plan and awarded pursuant to the Company's 1999 Stock Incentive Plan. The deferred shares will vest on March 15, 2005

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- Deferred share right grant made in the Company's Comprehensive Executive Non-qualified Retirement Plan and awarded pursuant to the
- (3) Company's 1999 Stock Incentive Plan. The deferred shares will vest in three equal annual installments beginning January 26, 2005, January 26, 2006 and January 26, 2007.
 - (4) These options are fully vested.
 - (5) The options are vested with respect to 413,332 shares and 82,668 options will vest on February 7, 2005.
 - (6) The options are vested with respect to 248,005 shares and 247,995 options will vest in equal installments on February 5, 2005, and February 6, 2006.
The options are vested with respect to 60,284 shares and 60,284 options will vest on January 26, 2005, 60,285 options will vest on July 26, 2005, 60,285 options will vest on January 26, 2006, 60,285 options will vest on July 26, 2006, 60,285 options will vest on January 26, 2007.

Â

Remarks:

Form 1 of 2 being filed for the reporting person on the same day.

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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