

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 *

WATTS JOHN S JR

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

11/30/2004

3. Issuer Name and Ticker or Trading Symbol
WELLPOINT INC [WLP]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer ____ Other
 (give title below) (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

120 MONUMENT CIRCLE

(Street)

INDIANAPOLIS, IN 46204

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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

2,132

I

401 (k)

Common Stock

17,466

D

A

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

SEC 1473 (7-02)

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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 (1)	Â (1)	Common Stock	2,942	\$ 0	D	Â
Deferred Comp Stock Units	Â (2)	Â (2)	Common Stock	10,600	\$ 0	D	Â
Employee Stock Option (right to buy)	Â (3)	02/06/2012	Common Stock	14,587	\$ 51.21	D	Â
Employee Stock Option (right to buy)	Â (4)	02/04/2013	Common Stock	117,800	\$ 55.1	D	Â
Employee Stock Option (right to buy)	Â (6)	01/31/2011	Common Stock	8,138	\$ 79.18	D	Â
Employee Stock Option (right to buy)	Â (6)	02/06/2012	Common Stock	4,000	\$ 79.18	D	Â
Employee Stock Option (right to buy)	Â (6)	06/03/2011	Common Stock	3,111	\$ 79.18	D	Â
Employee Stock Option (right to buy)	Â (5)	01/25/2014	Common Stock	79,360	\$ 82.06	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WATTS JOHN S JR 120 MONUMENT CIRCLE INDIANAPOLIS, IN 46204	Â	Â	Â EVP	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).

Each deferred stock unit represents the right to receive, on a deferred basis under the Issuer's Comprehensive Executive Non-qualified Retirement Plan, one share of the Issuer's common stock to be issued under the Issuer's 1999 Stock Incentive Plan upon the expiration of the deferral period. Each of the deferred stock units is currently vested.

Each deferred stock unit represents the right to receive, on a deferred basis under the Issuer's Comprehensive Executive Non-qualified Retirement Plan, one share of the Issuer's common stock to be issued under the Issuer's 1999 Stock Incentive Plan upon the expiration of the deferral period. Each of the deferred stock units will vest in three successive equal annual installments, beginning January 26, 2005, subject to acceleration in the event the reporting person should terminate employment with the Issuer under certain prescribed circumstances.

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- (3) The options are vested with respect to 9,627 shares and will vest as to the remaining 4,960 shares on February 7, 2005.
- (4) The options are vested with respect to 58,900 shares and will vest as to the remaining 58,900 shares in three equal installments on February 5, 2005, August 5, 2005 and February 5, 2006.
- (5) The options are vested with respect to 13,226 shares and will vest as to the remaining 66,134 shares in five equal installments on January 26, 2005, July 26, 2005, January 26, 2006, July 26, 2006, and January 26, 2007.
- (6) These shares are fully vested.

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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