

Anthem, Inc.
Form 4
April 05, 2017

FORM 4

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

OMB APPROVAL

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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 *
MCCARTHY GLORIA M

(Last) (First) (Middle)
120 MONUMENT CIRCLE
(Street)

INDIANAPOLIS, IN 46204

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Anthem, Inc. [ANTM]

3. Date of Earliest Transaction (Month/Day/Year)
04/03/2017

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 Transformation Off

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/03/2017		M	14,271 A	\$ 89.44 59,144.1293	D	
Common Stock	04/03/2017		S ⁽¹⁾	7,471 D	\$ 165.81 51,673.1293	D	
Common Stock	04/03/2017		S ⁽¹⁾	7,416 D	\$ 166.91 44,257.1293	D	
Common Stock	04/03/2017		S ⁽¹⁾	300 D	\$ 167.45 43,957.1293	D	

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Common Stock 04/03/2017 A 1,127⁽⁵⁾ A \$ 0 45,084.1293 D

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

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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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Employee Stock Option (Right to Buy)	\$ 89.44	04/03/2017		M	14,271	<u>(6)</u> 03/03/2021	Common Stock	14,271	
Employee Stock Option (Right to Buy)	\$ 166.97	04/03/2017		A	4,606	<u>(7)</u> 04/03/2027	Common Stock	4,606	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCCARTHY GLORIA M
120 MONUMENT CIRCLE
INDIANAPOLIS, IN 46204

EVP & Chief Transformation Off

Signatures

/s/ Kathleen S. Kiefer, Attorney
in fact

04/05/2017

 **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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 3, 2017.

This transaction was executed in multiple trades at prices ranging from \$165.43 to \$166.41. The price reported reflects the weighted

(2) 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 effected.

This transaction was executed in multiple trades at prices ranging from \$166.44 to \$167.42. The price reported reflects the weighted

(3) 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 effected.

This transaction was executed in multiple trades at prices ranging from \$167.44 to \$167.47. The price reported reflects the weighted

(4) 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 effected.

(5) Represents restricted share units. Restrictions lapse as follows: 375 shares on 4/3/2018 and, 376 shares each on 4/3/2019 and 4/3/2020.

The option, represents a right to purchase a total of 25,671 shares, and is exercisable in six semi-annual installments, with three

(6) installments of 4,278 shares each and three installments of 4,279 shares each, beginning on September 3, 2014, which is the six-month anniversary of the option grant date.

The option represents a right to purchase a total of 4,606 shares, and is exercisable in six semi-annual installments, with two installments

(7) of 767 shares each and four installments of 768 shares each, beginning on October 3, 2017, which is the six-month anniversary of the option grant date.

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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