

WELLPOINT INC
Form 3
December 02, 2004

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)

| | | | | | |
|--|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â HELWIG DAVID S</p> <p>(Last) (First) (Middle)</p> <p>120 MONUMENT CIRCLE</p> <p>(Street)</p> <p>INDIANAPOLIS,Â INÂ 46204</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/30/2004</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>WELLPOINT INC [WLP]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> <p>EVP</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|---|

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 | 342 | I | Held by Son |
| Common Stock | 227 | I | Held by daughter |
| Common Stock | 3,729 | I | 401(k) |
| Common Stock | 77,335 | I | Hewig Family Trust |
| Common Stock | 17,851 | D | Â |

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)

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| 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 Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Deferred Comp Stock Units | Â <u>(1)</u> | Â <u>(1)</u> | Common Stock | 17,077 | \$ 0 | D | Â |
| Deferred Comp Stock Units | Â <u>(2)</u> | Â <u>(2)</u> | Common Stock | 1,990 | \$ 0 | D | Â |
| Deferred Comp Stock Units | Â <u>(3)</u> | Â <u>(3)</u> | Commn Stock | 10,600 | \$ 0 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 02/10/2010 | Common Stock | 7,252 | \$ 27.57 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 06/03/2011 | Common Stock | 16,534 | \$ 34.92 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 03/26/2011 | Common Stock | 2,733 | \$ 36.58 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(5)</u> | 02/06/2012 | Common Stock | 41,334 | \$ 51.21 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(6)</u> | 02/04/2013 | Common Stock | 95,066 | \$ 55.1 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 03/27/2011 | Common Stock | 3,282 | \$ 59.81 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 02/11/2010 | Common Stock | 9,746 | \$ 59.81 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 02/10/2007 | Common Stock | 7,015 | \$ 59.81 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 02/10/2007 | Common Stock | 6,217 | \$ 59.81 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 02/01/2011 | Common Stock | 15,930 | \$ 59.81 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 02/11/2009 | Common Stock | 11,403 | \$ 59.81 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 02/10/2007 | Common Stock | 10,175 | \$ 68.82 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 01/31/2011 | Common Stock | 15,072 | \$ 68.82 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 02/10/2010 | Common Stock | 9,129 | \$ 68.82 | D | Â |

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| | | | | | | | |
|--------------------------------------|-----------------|------------|--------------|---------|----------|---|---|
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 02/12/2008 | Common Stock | 9,801 | \$ 68.82 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 02/11/2009 | Common Stock | 3,853 | \$ 68.82 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 02/09/2007 | Common Stock | 3,993 | \$ 68.82 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 02/11/2010 | Common Stock | 6,067 | \$ 68.82 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(3)(4)</u> | 02/06/2012 | Common Stock | 8,356 | \$ 68.82 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 03/26/2011 | Common Stock | 8,784 | \$ 68.82 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 02/06/2012 | Common Stock | 41,328 | \$ 75.4 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 02/11/2009 | Common Stock | 1,397 | \$ 75.4 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 02/09/2007 | Common Stock | 6,449 | \$ 75.4 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 05/20/2006 | Common Stock | 15,161 | \$ 75.4 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 06/03/2011 | Common Stock | 10,831 | \$ 75.4 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(7)</u> | 01/25/2014 | Common Stock | 104,160 | \$ 82.06 | D | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u> | 03/26/2011 | Common Stock | 5,982 | \$ 89.95 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HELWIG DAVID S 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

(1) 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

(2) 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 on March 15, 2005, subject to acceleration in the event the reporting person should terminate employment with the Issuer under certain prescribed circumstances.

Each deferred stock unit represents the right to receive, on a deferred basis under the Issuer's Comprehensive Executive non-qualified

(3) 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.

(4) These options are fully vested.

(5) The options are vested with respect to 20,666 shares will vest as to the remaining 20,668 shares on February 7, 2005.

(6) The options are vested with respect to 23,767 shares will vest as to the remaining 71,299 shares in three equal installments on February 5, 2005, August 5, 2005 and February 5, 2006.

(7) The options are vested with respect to 17,360 shares will vest as to the remaining 86,800 shares in five equal installments on January 26, 2005, July 26 2005, January 26, 2006, July 26, 2006 and January 26, 2007.

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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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.