WELLPOINT INC

Form 4 May 18, 2006

### FORM 4

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

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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \* BAKER LENOX D JR MD

(First) (Middle)

(Last)

120 MONUMENT CIRCLE

**INDIANAPOLIS 46204** 

1.Title of

Security

(Instr. 3)

(Street)

(Month/Day/Year) 05/16/2006

Symbol

4. If Amendment, Date Original

Filed(Month/Day/Year)

WELLPOINT INC [WLP]

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

X\_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Ownership

Form: Direct

(Instr. 4)

(D) or Indirect Beneficial

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(City) (State)

(Zip)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

Code (Month/Day/Year) (Instr. 8)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following (A)

or

Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

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.

SEC 1474 (9-02)

7. Nature of

Ownership

(Instr. 4)

Indirect

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

1. Title of Derivative Conversion Security or Exercise

Price of

(Instr. 3)

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number 4 Transaction Derivative Code Securities (Instr. 8) Acquired

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

Deriva Securi (Instr.

#### Edgar Filing: WELLPOINT INC - Form 4

|  | Derivative<br>Security |            |      |   | (A) or<br>Disposed<br>(D)<br>(Instr. 3,<br>and 5) |     |                     |                    |                 |  |       |
|--|------------------------|------------|------|---|---|-----|---------------------|--------------------|-----------------|--|-------|
|  |                        |            | Code | V | (A)   | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |       |
| Phantom<br>Stock<br>Units <sup>(1)</sup> | \$ 0 (2)               | 05/16/2006 | A    |   | 3,430   |     | (3)                 | (3)                | Common<br>Stock | 3,430                                  | \$ 72 |

# **Reporting Owners**

| Reporting Owner Name / Address                                   | Relationships |           |         |       |  |  |  |
|--|---------------|-----------|---------|-------|--|--|--|
| •  | Director      | 10% Owner | Officer | Other |  |  |  |
| BAKER LENOX D JR MD<br>120 MONUMENT CIRCLE<br>INDIANAPOLIS 46204 | X             |           |         |       |  |  |  |

## **Signatures**

Nancy Purcell, Attorney-in-fact

05/18/2006

\*\*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).
- The phantom stock units were accrued under the WellPoint, Inc. ("Company") Board of Directors Deferred Compensation Plan ("the Plan").
- (2) The Conversion or Exercise Price of the Derivative Security is 1-for-1
- The phantom stock units shall be payable in Company common stock upon the first to occur of (a) five years from the date of grant or (b) (3) the date the Reporting Person ceases to be a member of the Registrant's board of directors; unless a later date is designated in the

Reporting Person's election made under the Plan in accordance with the terms of the Plan.

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.

Reporting Owners 2