Edgar Filing: WELLPOINT INC - Form 4

WELLPOINT If Form 4 May 23, 2008	NC										
FORM 4	L								PPROVAL		
	UNITED	STATES		RITIES A shington			E COMMISSIO	N OMB Number:	3235-0287		
Check this bo if no longer subject to Section 16. Form 4 or Form 5	STATEN		NGES IN SECUI	RITIES	burden hou response	urs per					
obligations may continue <i>See</i> Instructio 1(b).	Section 17(a) of the I	Public U	tility Hol	ding Co		ct of 1935 or Secti				
(Print or Type Resp	onses)										
1. Name and Address of Reporting Person <u>*</u> WARD JACKIE M			Symbol	er Name an			5. Relationship Issuer	5. Relationship of Reporting Person(s) to Issuer			
	WELLPOINT INC [V					1	(Check all applicable)				
(Last) (First) (Middle) 120 MONUMENT CIRCLE			3. Date of Earliest Transaction (Month/Day/Year) 05/21/2008				XDirector10% Owner Officer (give titleOther (specify below) below)				
INDIANAPOL	4. If Amendment, Date Original Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by Form filed by	_X_ Form filed by One Reporting Person Form filed by More than One Reporting					
(City)		(Zip)					Person				
•		-					Acquired, Disposed				
	ransaction Date nth/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Dispose (Instr. 3	d (A) or d of (D) , 4 and 5) (A) or	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)		
Reminder: Report of	on a separate line	for each cla	ass of sec	urities bene	ficially o	wned directly	y or indirectly.				
					Pers info requ disp	ons who re rmation co lired to res	espond to the collent ntained in this form pond unless the for rently valid OMB co	n are not orm	SEC 1474 (9-02)		

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(Instr.

	Derivative Security			 (A) or Disposed of (D) (Instr. 3, 4, and 5) 							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (1)	\$ 0 <u>(2)</u>	05/21/2008	А		4,656		(3)	(3)	Common Stock	4,656	\$

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
WARD JACKIE M 120 MONUMENT CIRCLE INDIANAPOLIS, IN 46204	Х			
Signatures				
Nancy L. Purcell, Attorney-in-fact	(05/23/2008		

Date

**Signature of Reporting Person

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 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 Company'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.