

WELLPOINT INC

Form 4

December 08, 2004

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
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WATTS JOHN S JR

(Last) (First) (Middle)

120 MONUMENT CIRCLE

(Street)

INDIANAPOLIS, IN 46204

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/06/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/06/2004		M		3,859	A	\$ 79.18	46,325	D
Common Stock	12/06/2004		S		3,859	D	\$ 105.53	42,466	D
Common Stock	12/06/2004		M		57,084	A	\$ 55.1	99,550	D
Common Stock	12/06/2004		S		57,084	D	\$ 105.53	42,466	D
Common Stock	12/06/2004		M		1,814	A	\$ 55.1	44,280	D

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Common Stock	12/06/2004	S	1,814	D	\$ 105.53	42,466	D	
Common Stock	12/06/2004	M	13,226	A	\$ 82.06	55,692	D	
Common Stock	12/06/2004	S	13,226	D	\$ 105.53	42,466	D	
Common Stock	12/06/2004	M	8,138	A	\$ 79.18	50,604	D	
Common Stock	12/06/2004	S	8,138	D	\$ 105.53	42,466	D	
Common Stock	12/06/2004	M	4,000	A	\$ 79.18	46,466	D	
Common Stock	12/06/2004	S	4,000	D	\$ 105.53	42,466	D	
Common Stock	12/06/2004	M	9,628	A	\$ 51.21	52,094	D	
Common Stock	12/06/2004	S	9,628	D	\$ 105.53	42,466	D	
Common Stock						2,132	I	401(k)

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

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(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 79.18	12/06/2004		M		3,859		09/01/2004	06/03/2011	Common Stock	3,859

Employee Stock Option (right to buy)	\$ 55.1	12/06/2004	M	57,084	02/05/2003	02/04/2013	Common Stock	57,084
Employee Stock Option (right to buy)	\$ 55.1	12/06/2004	M	1,814	02/05/2003	02/04/2013	Common Stock	1,814
Employee Stock Option (right to buy)	\$ 82.06	12/06/2004	M	13,226	01/26/2004	01/25/2014	Common Stock	13,226
Employee Stock Option (right to buy)	\$ 79.18	12/06/2004	M	8,138	09/01/2004	01/31/2011	Common Stock	8,138
Employee Stock Option (right to buy)	\$ 79.18	12/06/2004	M	4,000	09/01/2004	02/06/2012	Common Stock	4,000
Employee Stock Option (right to buy)	\$ 51.21	12/06/2004	M	9,628	02/07/2002	02/06/2012	Common Stock	9,628

Reporting Owners

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

Signatures

Nancy Purcell,
Attorney-in-fact

12/08/2004

__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).

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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