

WELLPOINT INC
Form 4
November 07, 2007

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 *
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)
11/05/2007

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

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 | | 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|---------------------|---|---|------------|---|--|-----------------------------------|-------------------------------|
| | | | Code | V | Amount | (A) or (D) | | | | Price |
| Common Stock | 11/05/2007 | | M | | 2,436 | A | \$ 41.03 | 138,187.9608 (1) | D | Indirect Beneficial Ownership |
| Common Stock | 11/05/2007 | | M | | 88,378 | A | \$ 41.03 | 226,565.9608 | D | Indirect Beneficial Ownership |
| Common Stock | 11/05/2007 | | S | | 75,000 | D | \$ 78.68 | 151,565.9608 | D | Indirect Beneficial Ownership |
| Common Stock | 11/05/2007 | | S | | 7,000 | D | \$ 78.72 | 144,565.9608 | D | Indirect Beneficial Ownership |
| Common Stock | 11/05/2007 | | S | | 1,000 | D | \$ 78.7 | 143,565.9608 | D | Indirect Beneficial Ownership |
| | 11/05/2007 | | S | | 5,378 | D | \$ 78.8 | 138,187.9608 | D | Indirect Beneficial Ownership |

Common
Stock

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 41.03 | 11/05/2007 | | M | 2,436 | 01/26/2007 01/25/2014 | Common Stock 2,436 |
| Employee Stock Option (Right to Buy) | \$ 41.03 | 11/05/2007 | | M | 88,378 | (2) 01/25/2014 | Common Stock 88,378 |

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 11/07/2007

**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) Includes 51.78 shares acquired under the WellPoint, Inc. Employee Stock Purchase Plan, in a transaction exempt under Rule 16b-3.

(2) The options exercised vested as follows: 11,454 on 7/26/05, 26,454 each on 1/26/06 and 7/26/06 and 24,016 on 1/26/07.

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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