

Brown Randal L
Form 4
May 03, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Brown Randal L

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
120 MONUMENT CIRCLE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/29/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Chief HR Officer

INDIANAPOLIS, IN 46204

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 04/29/2011 | | M | | 10,000 | A | \$ 63.36 |
| Common Stock | 04/29/2011 | | M | | 30,762 | A | \$ 30.1 |
| Common Stock | 04/29/2011 | | M | | 11,935 | A | \$ 62.06 |
| Common Stock | 04/29/2011 | | S | | 70,745.68 | D | \$ 76.21 |
| Common Stock | | | | | | | (1) |
| Common Stock | | | | | | | 3,548 |
| | | | | | | I | IRA |

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

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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 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) | \$ 63.36 | 04/29/2011 | | M | 10,000 | ⁽²⁾ 04/04/2015 | Common Stock 10,000 |
| Employee Stock Option (Right to Buy) | \$ 30.1 | 04/29/2011 | | M | 30,762 | ⁽³⁾ 03/02/2016 | Common Stock 30,762 |
| Employee Stock Option (Right to Buy) | \$ 62.06 | 04/29/2011 | | M | 11,935 | ⁽⁴⁾ 03/01/2017 | Common Stock 11,935 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Brown Randal L 120 MONUMENT CIRCLE INDIANAPOLIS, IN 46204 | EVP & Chief HR Officer |

Signatures

/s/ Kathleen S. Kiefer, Attorney in fact 05/03/2011

__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).

This transaction was executed in multiple trades at prices ranging from \$76.12 to \$76.45. The price reported reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(2) Options exercised vested on 4/4/08.

(3) Options exercised vested as follows: 15,381 vested on each of 9/2/10 and 3/2/11. Of the remaining 30,762 options, 15,381 vest on each of 9/2/2011 and 3/2/2012.

(4) Options exercised vested as follow: 5,967 vested on 9/1/10 and 5,968 vested on 3/1/11. Of the remaining 23,872 options, 5,968 vest on each of 9/1/11, 3/1/12, 9/1/12 and 3/1/13.

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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