

Goulet Kenneth R
Form 4
March 05, 2012

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 *
Goulet Kenneth R

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)
03/01/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Emp./Medicaid/Ind./Spec.

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 or (D) Price | | | |
| Common Stock | 03/01/2012 | | A | 22,734 (1) A \$ 0 | 79,738 | D | |
| Common Stock | 03/01/2012 | | A | 13,590 (2) A \$ 0 | 93,328 | D | |
| Common Stock | 03/01/2012 | | F | 5,717 (3) D \$ 66.23 | 87,611 | D | |
| Common Stock | 03/02/2012 | | F | 8,969 (3) D \$ 65.78 | 78,642 | D | |
| Common Stock | | | | | 5,713.07 (4) | I | Stock Units Held In |

401(k)
Plan

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 66.23 | 03/01/2012 | | A | 37,012 | <u>(5)</u> 03/01/2019 | Common Stock | 37,012 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|---|
| Goulet Kenneth R 120 MONUMENT CIRCLE INDIANAPOLIS, IN 46204 | Director 10% Owner Officer EVP, Emp./Medicaid/Ind./Spec. |

Signatures

/s/ Kathleen S. Kiefer, Attorney
in fact
03/05/2012

**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) Represents performance based restricted share units. Restrictions lapse as follows: 7,578 each on 3/1/12, 12/10/12 and 3/1/14.
- (2) Represents restricted share units. Restrictions lapse as follows: 4,530 each on 12/10/12, 3/1/14 and 3/1/15.

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- (3) PAYMENT OF TAX LIABILITY BY WITHHOLDING STOCK INCIDENT TO THE VESTING OF PREVIOUSLY GRANTED RESTRICTED STOCK.
- (4) On 12/23/11, the reporting person acquired units in the WLP stock fund in the WLP Qualified 401(k) Plan, which represent 20.79 shares of WLP common stock. The information in this report is based on the plan trustees calculation of units held, as of March 1, 2012.
- (5) Exercisable in two installments of 6,168 each on 9/1/12, 3/1/13; and four installments of 6,169 each on 9/1/13, 3/1/14, 9/1/14 and 3/1/15.

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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