



## 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 Registrant'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.