

# WellPoint Inc.

WellPoint Inc., 120 Monument Circle, Indianapolis, 46204 (www.wellpoint.com) is a health benefits company. It provides health benefits, dental and vision benefits, life insurance and life and disability insurance benefits. WellPoint operations include Blue Cross and Blue Shield plans. For the quarter ended June 30, the company reported net income of \$693.5 million, or \$1.43 per diluted share, on \$15.4 billion in revenue. That compares with net income of \$750.5 million, or \$1.44 per diluted share, on \$15.7 billion in revenue for the same period a year earlier. The company's shares trade on NYSE under the ticker symbol WLP. Information for Proxy Corner was taken from Bloomberg News and from the company's proxy statement dated April 3, 2009.

<b>VALUE</b>	<b>10/12/09</b>	<b>10/12/08</b>
Shares of common stock outstanding	475.06 million	508.98 million
Market value of one common share	\$46.53	\$35.30
Market value of common stock	\$22.10 billion	\$17.97 billion

## **NOTEWORTHY CONTROL**

### **Dodge and Cox**

Number of common shares: 43,006,923  
Percentage of common shares: 8.4

### **T. Rowe Price Associates Inc.**

Number of common shares: 27,822,221  
Percentage of common shares: 5.4

## **EXECUTIVE COMPENSATION**

	<b>Total '08 compensation</b>	<b>Salary Bonus</b>	<b>Stock and option grants (1)</b>	<b>All other pay (2)</b>	<b>% change (3)</b>
<b>Angela F. Braly</b> president and CEO	\$8,653,599	<u>\$1,135,538</u> \$0	\$7,274,690	\$243,371	-41.7%
<b>Wayne S. DeVeydt</b> chief financial officer	\$4,132,763	<u>\$648,769</u> \$0	\$3,371,569	\$112,425	28.8%
<b>Ken R. Goulet</b> executive vice president	\$2,726,550	<u>\$648,769</u> \$0	\$1,955,569	\$122,212	N/A
<b>Dijuana K. Lewis</b> executive vice president	\$2,702,204	<u>\$626,635</u> \$0	\$1,955,569	\$120,000	N/A
<b>Bradley M. Fluegel</b> executive vice president	\$2,157,464	<u>\$520,385</u> \$0	\$1,564,469	\$72,610	N/A

(1) Grant date fair value of stock and options awards, as calculated in company's proxy statement in its grant of plan-based awards table.

(2) Includes non-equity incentive plan compensation, above-market or preferential earnings on deferred compensation and all other annual compensation.

(3) Percentage increase or decrease in executive's total compensation vs. previous year.

## **DIRECTORS**

### **Larry C. Glasscock, 60**

Occupation: non-executive chairman of the company.

Number of common shares: 1,414,225  
Previous year: 1,329,803

### **Angela F. Braly, 47**

Occupation: president and CEO of the company.

Number of common shares: 705,559  
Previous year: 359,027

### **Dr. Lenox D. Baker Jr., 67**

Occupation: president, Mid-Atlantic Cardiothoracic Surgeons Ltd.

Number of common shares: 104,020  
Previous year: 99,364

### **Susan B. Bayh, 49**

Occupation: attorney.

Number of common shares: 14,724  
Previous year: 10,068

### **Julie A. Hill, 62**

Occupation: owner, Hill Co.

Number of common shares: 26,962  
Previous year: 22,306

### **Ramiro G. Peru, 53**

Occupation: chief financial officer, Swift Corp.

Number of common shares: 54,938  
Previous year: 49,282

### **Sheila P. Burke, 58**

Occupation: faculty member, Harvard University John F. Kennedy School of Government.

Number of common shares: 103,652  
Previous year: 128,756

### **Victor S. Liss, 72**

Occupation: vice-chairman, Trans-Lux Corp.

Number of common shares: 36,154  
Previous year: 31,498

### **Jane G. Pisano, 64**

Occupation: president, the Natural History Museum of Los Angeles County.

Number of common shares: 46,904  
Previous year: 42,248

### **George A. Schaefer Jr., 63**

Occupation: retired chairman and CEO, Fifth Third Bancorp.

Number of common shares: 66,154  
Previous year: 61,498

### **Jackie M. Ward, 70**

Occupation: retired outside managing director, Intec Telecom Systems PLC.

Number of common shares: 82,492  
Previous year: 77,836

### **John E. Zuccotti, 71**

Occupation: chairman, Brookfield Properties Corp., of counsel, Weil, Gotshal and Manges LLP.

Number of common shares: 20,614  
Previous year: 15,958

### **William H.T. Bush, 70**

Occupation: chairman, Bush-O'Donnell and Co. Inc.

Number of common shares: 98,658  
Previous year: 97,058

### **Warren Y. Jobe, 68**

Occupation: retired senior vice president, Southern Co.

Number of common shares: 35,274  
Previous year: 30,618

### **William G. Mays, 63**

Occupation: president and CEO, Mays Chemical Co.

Number of common shares: 66,354  
Previous year: 61,698

### **Donald W. Riegle, Jr., 71**

Occupation: retired U.S. Senator.

Number of common shares: 26,154  
Previous year: 21,498

### **William J. Ryan, 65**

Occupation: chairman, TD Banknorth Inc.

Number of common shares: 38,154  
Previous year: 33,498

All officers and directors as a group (29 people) control 4,568,281 shares, or less than 1 percent of all common stock. That compares with 4,295,339 shares, or less than 1 percent, owned by 29 officers and directors the previous year.