

Anthem, Inc.
Form 4
April 15, 2015

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 *
MCCARTHY GLORIA M

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

INDIANAPOLIS, IN 46204

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Anthem, Inc. [ANTM]

3. Date of Earliest Transaction (Month/Day/Year)
04/13/2015

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 & Chief Administrative Off

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 (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 | (D) | Price |
| Common Stock | 04/13/2015 | | M | | 13,936 | A | \$ 61.88 |
| | | | | | 72,031.1293 | D | |
| Common Stock | 04/13/2015 | | M | | 11,491 | A | \$ 65.98 |
| | | | | | 83,522.1293 | D | |
| Common Stock | 04/13/2015 | | M | | 18,506 | A | \$ 66.23 |
| | | | | | 102,028.1293 | D | |
| Common Stock | 04/13/2015 | | S ⁽¹⁾ | | 18,405 | D | \$ 154.65 |
| | | | | | | | ⁽²⁾ |
| Common Stock | 04/13/2015 | | S ⁽¹⁾ | | 25,528 | D | \$ 58,095.1293 |
| | | | | | | | 155.28 |

(3)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--------|-----------------------|--|---|----------------------------|
| | | | | | V | (A) | (D) | | | |
| Employee Stock Option (Right to Buy) | \$ 61.88 | 04/13/2015 | | M | | 13,936 | <u>(4)</u> 03/01/2020 | Common Stock | 13,936 | |
| Employee Stock Option (Right to Buy) | \$ 65.98 | 04/13/2015 | | M | | 11,491 | <u>(5)</u> 03/01/2018 | Common Stock | 11,491 | |
| Employee Stock Option (Right to Buy) | \$ 66.23 | 04/13/2015 | | M | | 18,506 | <u>(6)</u> 03/01/2019 | Common Stock | 18,506 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCCARTHY GLORIA M 120 MONUMENT CIRCLE INDIANAPOLIS, IN 46204 | | | EVP & Chief Administrative Off | |

Signatures

/s/ Kathleen S. Kiefer, Attorney
in fact

04/15/2015

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 13, 2015.

This transaction was executed in multiple trades at prices ranging from \$154.10 to \$155.09. 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) This transaction was executed in multiple trades at prices ranging from \$155.10 to \$155.64. 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.
 - (3) The option, representing a right to purchase a total of 20,904 shares, became exercisable in six equal semi-annual installments of 3,484 shares each beginning on September 1, 2013, which was the six-month anniversary of the date on which the option was granted.

The option, representing a right to purchase a total of 11,491 shares, became exercisable in five equal semi-annual installments of 1,915 shares each and one semi-annual installment of 1,916 shares beginning on September 1, 2011, which was the six-month anniversary of the date on which the option was granted.
 - (4) The option, representing a right to purchase a total of 18,506 shares, became exercisable in four equal semi-annual installments of 3,084 shares each and two equal semi-annual installments of 3,085 shares each beginning on September 1, 2012, which was the six-month anniversary of the date on which the option was granted.
 - (5) (6)

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.