

Anthem, Inc.
Form 4
March 04, 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 *
Gallina John E

(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)
03/02/2015

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)
SVP & Chief Accounting Officer

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 or Price		
Common Stock	03/02/2015		F		2,394 (1) \$ 146.93	D	19,807.75
Common Stock	03/02/2015		A		1,319 (2) \$ 0	A	21,126.75
Common Stock	03/03/2015		A		6,985 (3) \$ 0	A	28,111.75
Common Stock	03/03/2015		F		1,592 (1) \$ 145.99	D	26,519.75
Common Stock	03/03/2015		M		13,333 \$ 80.81	A	39,852.75

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Common Stock	03/03/2015	M	2,720	A	\$ 65.98	42,572.75	D
Common Stock	03/03/2015	M	6,374	A	\$ 66.23	48,946.75	D
Common Stock	03/03/2015	M	7,895	A	\$ 61.88	56,841.75	D
Common Stock	03/03/2015	M	3,232	A	\$ 89.44	60,073.75	D
Common Stock	03/03/2015	S	35,054 (4)	D	\$ 145.19 (5)	25,019.75	D
Common Stock	03/03/2015	G V	408	D	\$ 0	24,611.75	D
Common Stock	03/03/2015	S	4,100 (4)	D	\$ 146.1 (6)	20,511.75	D
Common Stock	03/03/2015	S	400 (4)	D	\$ 146.82 (7)	20,111.75	D
Common Stock	03/03/2015	S	1.75	D	\$ 145.99	20,110	D

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)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 146.93	03/02/2015		A	5,775	(8) 03/02/2025	Common Stock	5,775
Employee	\$ 80.81	03/03/2015		M	13,333	(9) 03/01/2017	Common	13,333

Stock Option (Right to Buy)	Exercise Price	Grant Date	Expiration Date	Number of Shares	Underlying Shares	Expiration Date	Common Stock	Number of Shares
Employee Stock Option (Right to Buy)	\$ 65.98	03/03/2015	M	2,720	(10)	03/01/2018	Common Stock	2,720
Employee Stock Option (Right to Buy)	\$ 66.23	03/03/2015	M	6,374	(11)	03/01/2019	Common Stock	6,374
Employee Stock Option (Right to Buy)	\$ 61.88	03/03/2015	M	7,895	(12)	03/01/2020	Common Stock	7,895
Employee Stock Option (Right to Buy)	\$ 89.44	03/03/2015	M	3,232	(13)	03/03/2021	Common Stock	3,232

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gallina John E 120 MONUMENT CIRCLE INDIANAPOLIS, IN 46204			SVP & Chief Accounting Officer	

Signatures

/s/ Kathleen S. Kiefer, Attorney
in fact

03/04/2015

**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) PAYMENT OF TAX LIABILITY BY WITHHOLDING STOCK INCIDENT TO THE VESTING OF PREVIOUSLY GRANTED RESTRICTED STOCK.
- (2) Represents restricted stock units. Restrictions lapse as follows: 439 on 3/2/16; and 440 each on 3/2/17 and 3/2/18.
- (3) Represents performance based restricted stock units. Restrictions lapse as follows: 2,328 each on 3/3/15 and 3/3/16; and 2,329 on 3/3/17.

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- (4) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 14, 2014.

This transaction was executed in multiple trades at prices ranging from \$144.65 to \$145.64. 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.

- (5) This transaction was executed in multiple trades at prices ranging from \$145.65 to \$146.62. 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.

- (6) This transaction was executed in multiple trades at prices ranging from \$146.78 to \$146.85. 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.

- (7) The option, representing a right to purchase a total of 5,775 shares, is exercisable in three equal semi-annual installments of 962 shares each and three equal semi-annual installments of 963 shares each beginning on September 2, 2015, which is the six-month anniversary of the date on which the option was granted.

- (8) The option, representing a right to purchase a total of 13,333 shares, became exercisable in five equal semi-annual installments of 2,222 shares each and one equal semi-annual installment of 2,223 shares beginning on September 1, 2007, which was the six-month anniversary of the date on which the option was granted

- (9) The option, representing a right to purchase a total of 8,158 shares, became exercisable in two equal semi-annual installments of 1,359 shares each and four equal semi-annual installments of 1,360 shares each beginning on September 1, 2011, which is the six-month anniversary of the date on which the option was granted.

- (10))The option, representing a right to purchase a total of 9,560 shares, became exercisable in four equal semi-annual installments of 1,593 shares each and two equal semi-annual installments of 1,594 shares each beginning on September 1, 2012, which was the six-month anniversary of the date on which the option was granted.

- (11) The option, representing a right to purchase a total of 11,843 shares, became exercisable in one installment of 1,973 shares and five equal semi-annual installments of 1,974 shares each beginning on September 1, 2013, which was the six-month anniversary of the date on which the option was granted.

- (12) The option, representing a right to purchase a total of 9,698 shares, became exercisable in four equal semi-annual installments of 1,616 shares each and two equal semi-annual installments of 1,617 shares each beginning on September 3, 2014, which was the six-month anniversary of the date on which the option was granted.

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.