

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 *
Haytaian Peter D

(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)

EVP & Pres., Govt. Bus. Div.

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/02/2015		F	1,033 (1) D \$ 146.93	35,570	D	
Common Stock	03/02/2015		A	5,105 (2) A \$ 0	40,675	D	
Common Stock	03/03/2015		F	1,378 (1) D \$ 145.99	39,297	D	
Common Stock	03/03/2015		A	8,217 (3) A \$ 0	47,514	D	
Common Stock	03/03/2015		A	7,294 (4) A \$ 0	54,808	D	

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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	22,353	⁽⁵⁾ 03/02/2025	Common Stock 22,353

Reporting Owners

Reporting Owner Name / Address	Relationships
Haytaian Peter D 120 MONUMENT CIRCLE INDIANAPOLIS, IN 46204	Director 10% Owner Officer EVP & Pres., Govt. Bus. Div.

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: 1,701 on 3/2/16; and 1,702 each on 3/2/17 and 3/2/18
- (3) Represents performance based restricted stock units. Restrictions lapse as follows: 2,739 each on 3/3/15, 3/3/16 and 3/3/17.
- (4) Represents performance based restricted stock units. Restrictions lapse as follows: 2,431 each on 5/1/15 and 5/1/16; and 2,432 on 5/1/17.

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The option, representing a right to purchase a total of 22,353 shares, is exercisable in three equal semi-annual installments of 3,725 shares (5) each and three equal semi-annual installments of 3,726 shares each beginning on September 2, 2015, which is 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.