

GRIFFIN BRIAN T

Form 4

March 05, 2018

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GRIFFIN BRIAN T

(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)
03/01/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP & President, CSBD

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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)
Common Stock	03/01/2018		F	856 ⁽¹⁾ D \$ 232.04	9,158	D	
Common Stock	03/01/2018		A	3,502 ⁽²⁾ A \$ 0	12,660	D	
Common Stock	03/02/2018		F	2,259 ⁽¹⁾ D \$ 233.08	10,401	D	
Common Stock	03/02/2018		A	5,462 ⁽³⁾ A \$ 0	15,863	D	
Common Stock					2,245 ⁽⁴⁾	I	2016 GRAT Trust

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Common Stock	17,767 ⁽⁴⁾	I	2017 GRAT I Trust
Common Stock	17,767 ⁽⁴⁾	I	2017 GRAT II Trust

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)	\$ 232.04	03/01/2018		A		14,761		<u>(5)</u>	03/01/2028	Common Stock	14,761

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GRIFFIN BRIAN T 120 MONUMENT CIRCLE INDIANAPOLIS, IN 46204	EVP & President, CSBD

Signatures

/s/ Kathleen S. Kiefer, Attorney
in fact 03/05/2018

____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 share units. Restrictions lapse as follows: 1,167 shares each on 3/1/2019 and 3/1/2020, and 1,168 on 3/1/2021.

(3) Represents performance based restricted share units. Restrictions lapsed on 3/2/18.

The previous balances in the reporting persons GRAT trusts: 14,417 in 2016 GRAT II and 13,298 shares in 2016 GRAT II, have been redistributed to the following: 2,245 in 2016 GRAT, 17,767 shares in 2017 GRAT I and 17,767 shares in 2017 GRAT II, which also includes 10,014 shares previously reported as directly held shares.

The option represents a right to purchase a total of 14,761 shares, and is exercisable in six semi-annual installments, with five installments of 2,460 shares each and one installment of 2,461 shares, beginning on September 1, 2018, which is the six-month anniversary of the option grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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