

WELLPOINT, INC  
Form 11-K  
June 23, 2010  
Table of Contents

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D. C. 20549

**FORM 11-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Fiscal Year ended December 31, 2009

OR

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-16751

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

**WELLPOINT 401(k) RETIREMENT**

# SAVINGS PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:  
**WellPoint, Inc.**

**120 Monument Circle**

**Indianapolis, IN 46204**

**Table of Contents**

**REQUIRED INFORMATION**

The WellPoint 401 (k) Retirement Savings Plan (the Plan ) is subject to the Employee Retirement Income Security Act of 1974, as amended ( ERISA ). In lieu of the requirements of Items 1-3 of Form 11-K, the financial statements of the Plan and the supplemental schedule have been prepared in accordance with the financial reporting requirements of ERISA and are presented herein.

**Table of Contents**

**WELLPOINT 401(k) RETIREMENT SAVINGS PLAN**

**Financial Statements and Supplemental Schedule**

**December 31, 2009 and 2008 and for the**

**Year Ended December 31, 2009**

**With Report of Independent Registered Public Accounting Firm**

**Table of Contents**

**WELLPOINT 401(k) RETIREMENT SAVINGS PLAN**

**Financial Statements and Supplemental Schedule**

**December 31, 2009 and 2008 and for the**

**Year Ended December 31, 2009**

**Contents**

	<b>Page</b>
<u>Report of Independent Registered Public Accounting Firm</u>	4
Audited Financial Statements:	
<u>Statements of Net Assets Available for Benefits</u>	5
<u>Statement of Changes in Net Assets Available for Benefits</u>	6
<u>Notes to Financial Statements</u>	7
Supplemental Schedule:	
<u>Schedule H, Line 4i – Schedule of Assets (Held at End of Year) – December 31, 2009</u>	19

**Table of Contents**

**Report of Independent Registered Public Accounting Firm**

To the Pension Committee of

ATH Holding Company, LLC

We have audited the accompanying statements of net assets available for benefits of the WellPoint 401(k) Retirement Savings Plan (the Plan) as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2009 and 2008, and the changes in its net assets available for benefits for the year ended December 31, 2009, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2009, is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

Indianapolis, Indiana

June 23, 2010

**Table of Contents**

WellPoint 401(k) Retirement Savings Plan

Statements of Net Assets Available for Benefits

	<b>December 31</b>	
	<b>2009</b>	<b>2008</b>
<b>Assets</b>		
Cash	\$ 1,523,761	\$
Investments at fair value	2,998,150,793	2,415,397,417
Total investments	2,999,674,554	2,415,397,417
<b>Receivables:</b>		
Contribution receivable from employer	3,213,855	2,122,265
Contribution receivable from participants	85,144	12,824
Due (to) from broker for investment transactions, net	(35)	30,004
Net assets reflecting investments at fair value	3,002,973,518	2,417,562,510
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(10,878)	
Net assets available for benefits	\$ 3,002,962,640	\$ 2,417,562,510

*See accompanying notes.*

**Table of Contents**

WellPoint 401(k) Retirement Savings Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2009

<b>Additions</b>	
Net appreciation in fair value of investments	\$ 454,208,426
Investment income	57,997,339
Contributions:	
Participant	169,732,529
Rollovers	7,314,507
Employer	111,618,500
Transfer of assets from merged plan	28,814,399
Total additions	829,685,700
<b>Deductions</b>	
Benefit payments and withdrawals	187,773,690
Transfer of assets to unrelated plan	55,162,239
Administrative fees	1,349,641
Total deductions	244,285,570
Net increase in net assets available for benefits	585,400,130
Net assets available for benefits at beginning of year	2,417,562,510
Net assets available for benefits at end of year	\$ 3,002,962,640

*See accompanying notes.*



**Table of Contents**

WellPoint 401(k) Retirement Savings Plan

Notes to Financial Statements

December 31, 2009

**1. Description of the Plan**

**General**

The WellPoint 401(k) Retirement Savings Plan (the **Plan**) is a defined-contribution plan, which was established to provide savings opportunities for employees of WellPoint, Inc. ( **WellPoint** ) and certain of its subsidiaries (the **Participating Employers** ). Employees of the Participating Employers are generally eligible to participate upon employment. The Plan Sponsor is ATH Holding Company, LLC, a wholly owned subsidiary of WellPoint, Inc. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ( **ERISA** ).

**Plan Merger and Transfer of Assets From Other Plan**

Effective December 31, 2009, the DeCare Dental 401(k) Plan (the **DeCare Plan** ) was merged into the Plan. Total assets of \$28,814,399 were transferred from the DeCare Plan to the Plan. Participants of the DeCare Plan became eligible to participate in the Plan effective January 1, 2010.

**Transfer of Assets To Unrelated Plan**

On December 1, 2009, WellPoint sold its pharmacy benefits management subsidiaries to Express Scripts, Inc. ( **ESI** ). Associates transferred to ESI immediately became participants in the Express Scripts, Inc. 401(k) Plan, an unrelated plan sponsored by ESI (the **ESI Plan** ). Total assets of \$55,162,239 were transferred from the Plan to the ESI Plan on December 1, 2009.

**Participant Accounts**

Individual accounts are maintained by the Plan for each eligible employee ( **Participant** ). Each Participant's account is credited with the Participant's contributions, allocations of the Plan Sponsor's contributions, and an allocation of Plan earnings or losses, reduced by Participant withdrawals and certain administrative fees. Participant accounts are Participant directed. Forfeited balances of terminated Participants nonvested accounts are used to reduce future Plan Sponsor contributions. The benefit to which a Participant is entitled is the benefit that can be provided from the Participant's account.

**Table of Contents**

WellPoint 401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

**1. Description of the Plan (continued)**

**Contributions**

Participants may make voluntary pretax contributions of 1% to 60% of eligible compensation annually, as defined in the Plan document, subject to limitations imposed by applicable Internal Revenue Service ( IRS ) regulations. Eligible employees who do not make an election within 30 days of date of hire are automatically enrolled in the Plan for pretax contributions of 4% of eligible compensation. After the Participant has completed one year of service, the Plan Sponsor will match up to 100% of the first 6% of the Participant s eligible compensation contributed as a pretax contribution.

Participants who attain age 50 by the end of the plan year may elect to contribute additional amounts to their account as permitted by the Economic Growth and Tax Relief Reconciliation Act of 2001 and as provided by the Plan. A catch-up contribution enables Participants to contribute additional funds beyond the regular IRS limits as they near retirement. Catch-up contributions are not eligible for matching contributions.

Participants direct their elective contributions into various investment options offered by the Plan, including the WellPoint Stock Fund and a brokerage option account. Participants are permitted to change investment options daily. Plan Sponsor contributions are allocated in the same manner as that of the Participant s elective contributions.

**Vesting**

Active Participants are immediately 100% vested in employee and employer contributions and any earnings thereon. Participants in former plans of acquired companies who were not active employees at the date the plans were merged into the Plan may be subject to separate vesting schedules.

**Benefit Payments and Withdrawals**

An active Participant in the Plan may make a complete or partial in-service hardship withdrawal of the amounts held in the Participant s account attributable to the Participant s pretax contributions, rollovers, pre-2006 employer match, and income allocated to the pretax contribution account. The in-service hardship withdrawal must be necessary in light of an immediate and heavy financial need of the Participant due to one of six causes specified by the Plan, and the Participant shall have obtained all other withdrawals and nontaxable loans provided by the Plan.

**Table of Contents**

WellPoint 401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

**1. Description of the Plan (continued)**

**Benefit Payments and Withdrawals (continued)**

Participant contributions to the Participant's pretax account are suspended for the six months following a hardship withdrawal from a Participant's pretax account. A Participant may make a withdrawal of voluntary after-tax contributions at any time. Additionally, after attaining age 59 1/2, a Participant may withdraw Participant and Plan Sponsor contributions for any reason.

Upon termination of employment, the Participant is entitled to receive the fully vested current value of his or her account. If the current value of the vested account is less than \$1,000, the account is paid in a lump-sum payment. If the vested account value is more than \$1,000 but less than \$5,000, the account will be rolled over into an IRA unless the Participant elects otherwise. If the vested account value is more than \$5,000, the Participant may elect to keep amounts in the Plan. The Participant may elect to have the entire portion, if any, of the account held in the WellPoint Stock Fund paid in whole shares of WellPoint common stock, with fractional shares and any uninvested funds paid in cash. Participant accounts must be distributed by the year following the later of retirement or attainment of age 70 1/2. Upon death, payments are made to the Participant's beneficiary in the form of a lump-sum payment or in installments.

**Participant Loans**

Participants may request a loan not in excess of the lesser of: (1) 50% of the vested account balance, or (2) \$50,000, less the highest outstanding loan balance during the preceding year. Repayment of loans shall not exceed five years, except for loans used to acquire the Participant's principal residence. Each loan bears interest equal to the prime lending rate as listed by Reuters plus 1% and is set on the day the loan is approved. Repayments are made by payroll deduction. Participants may have no more than three loans outstanding at any one time.

**Forfeitures**

Forfeitures of terminated nonvested account balances totaling \$115,946 and \$58,301 remained in the Plan as of December 31, 2009 and 2008, respectively. Forfeitures of \$96,653 were used to reduce Plan Sponsor contributions during 2009.

**Table of Contents**

WellPoint 401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

**1. Description of the Plan (continued)**

**Plan Termination**

Although it has not expressed any intent to do so, the Plan Sponsor has the right to terminate the Plan subject to the terms of ERISA. In the event the Plan is terminated, each Participant's account shall be nonforfeitable with respect to both the Participant's and the Plan Sponsor's contributions, and the net assets are to be set aside for the payment of withdrawals to the Participants. The Plan Sponsor has the right to amend the Plan or to suspend matching contributions to the Plan at any time, either permanently or temporarily, for any length of time.

**Administration of the Plan**

Vanguard Fiduciary Trust Company ( Vanguard ) serves as the Plan's trustee to administer the Plan's assets. The Vanguard Group, Inc. serves as the Plan's recordkeeper and provides investment services. Investments of the DeCare Plan were administered by Wells Fargo Bank, NA.

The Plan Sponsor may bear certain costs associated with administering the Plan. These costs are not included in the accompanying financial statements and constitute exempt party-in-interest transactions.

More detailed information concerning the Plan may be found by consulting the summary plan description, which is available from the Plan Sponsor.

**2. Significant Accounting Policies**

**Basis of Presentation**

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting and are in conformity with U.S. generally accepted accounting principles ( GAAP ). Accordingly, contributions to the Plan and interest and dividend income are recognized as earned, and realized gains and losses and net unrealized appreciation (depreciation) of fair value of investments are recognized as they occur. Plan benefit payments and withdrawals are recognized when paid.

**Table of Contents**

WellPoint 401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

**2. Significant Accounting Policies (continued)**

**Basis of Presentation (continued)**

In June 2009, the Financial Accounting Standards Board ( FASB ) established the *FASB Accounting Standards Codification* ( ASC ) as the source of authoritative GAAP recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements. The ASC became effective for the Plan on December 31, 2009, and supersedes all then-existing accounting and reporting standards. All other non-grandfathered accounting literature not included in the ASC became non-authoritative. The ASC does not change or alter existing GAAP and, therefore, the adoption of the ASC did not have any impact on net assets available for benefits or change in net assets available for benefits.

**Use of Estimates**

The preparation of financial statements in accordance with GAAP requires the use of estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results may differ from those estimates.

**Investment Valuation and Income Recognition**

Investments of the Plan are recorded at fair value. See Note 4 for further discussion of fair value measurements. Participant loans are reported with investments. Interest on Participant loans is reported as investment income.

The Wells Fargo Stable Return Fund is a collective trust which invests in fully benefit-responsive investment contracts. This fund is recorded at fair value (see Note 4); however, since these contracts are fully benefit-responsive, an adjustment is reflected in the statements of net assets available for benefits to present these investments at contract value. Contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The contract value represents contributions plus earnings, less participant withdrawals and administrative expenses.

Purchases and sales of securities are recorded on a trade-date basis and interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

**Table of Contents**

WellPoint 401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

**2. Significant Accounting Policies (continued)**

**New Accounting Pronouncements**

Paragraphs 51A-51H of FASB ASC 820-10-35, issued in April 2009 as FASB Staff Position No. 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*, provide additional authoritative guidance to assist both issuers and users of financial statements in determining whether a market is active or inactive, and whether a transaction is distressed. The Plan adopted the revised provisions of ASC 820 for the reporting period ended December 31, 2009. The adoption did not impact the Plan's net assets available for benefits or its changes in net assets available for benefits.

In May 2009, the FASB issued FASB Statement No. 165, *Subsequent Events*, which was codified into ASC 855, *Subsequent Events*, to provide general standards of accounting for and disclosure of events that occur after the balance sheet date, but before financial statements are issued or are available to be issued. ASC 855 was amended in February 2010. The Plan has adopted ASC 855, as amended.

Paragraphs 58-62 of FASB ASC 820-10-35, issued in September 2009 as Accounting Standards Update 2009-12, *Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*, amended ASC 820 to allow entities to use net asset value (NAV) per share (or its equivalent), as a practical expedient, to measure fair value when the investment does not have a readily determinable fair value and the net asset value is calculated in a manner consistent with investment company accounting. The Plan adopted the amended guidance for the reporting period ended December 31, 2009 and has utilized the practical expedient to measure the fair value of investments within the scope of this guidance based on the investment's NAV equivalent, net unit value. In addition, as a result of adopting the amended guidance, the Plan has provided additional disclosures regarding the nature and risks of investments within the scope of this guidance. Refer to Note 4 for these disclosures. Adoption of the amended guidance did not have a material effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

**Table of Contents**

WellPoint 401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

**2. Significant Accounting Policies (continued)****New Accounting Pronouncements (continued)**

In January 2010, the FASB issued Accounting Standards Update 2010-06, *Improving Disclosures about Fair Value Measurements*, which amends ASC 820 to clarify certain existing fair value disclosures and require a number of additional disclosures. The amended guidance clarified that disclosures should be presented separately for each class of assets and liabilities measured at fair value and provided guidance on how to determine the appropriate classes of assets and liabilities to be presented. The new guidance also clarified the requirement for entities to disclose information about both the valuation techniques and inputs used in estimating Level II and Level III fair value measurements. In addition, the new guidance introduced new requirements to disclose the amounts (on a gross basis) and reasons for any significant transfers between Levels I, II and III of the fair value hierarchy and present information regarding the purchases, sales, issuances and settlements of Level III assets and liabilities on a gross basis. With the exception of the requirement to present changes in Level III measurements on a gross basis, which is delayed until 2011, the amended guidance became effective for reporting periods beginning after December 15, 2009. The Plan adopted the amended guidance effective December 31, 2009. The adoption did not have a material effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

**Reclassification**

Certain prior year balances have been reclassified to conform with the current year presentation.

**3. Investments**

Investments that represent 5% or more of the Plan's net assets available for benefits as of December 31 were as follows:

	2009	2008
The Vanguard Group mutual funds:		
Prime Money Market Fund	\$ 455,850,507	\$ 474,261,008
Institutional Index Fund	404,297,753	312,434,723
Total Bond Market Index Fund	298,522,838	266,651,168
Total International Stock Index Fund	252,529,848	170,814,703
Wellington Fund	220,477,684	175,316,329
PRIMECAP Fund	198,613,640	147,188,794
WellPoint, Inc. Stock Fund	208,346,394	176,807,729

**Table of Contents**

WellPoint 401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

**3. Investments (continued)**

During the year ended December 31, 2009, the Plan's investments, including investments bought, sold, and held during the year, appreciated as follows:

Mutual funds	\$ 391,649,230
WellPoint, Inc. Stock Fund	62,559,196
<b>Net appreciation of investments</b>	<b>\$ 454,208,426</b>

The assets of the Custom Blended Fund (the Fund) consist of a group annuity contract with Principal Life Insurance Company and cash equivalents held in the Vanguard Prime Money Market Fund (the Prime MM Fund). The effective annual interest rate for the annuity is 3.84%, net of expenses. The annuity is paid to the Plan in annual installments through December 31, 2010, with proceeds reinvested in the Prime MM Fund. The annuity contract does not allow payments to the Plan at times other than its annual installments. Participant withdrawals and transfers from the Fund are not restricted and are paid from the Prime MM Fund assets held by the Fund.

**4. Fair Value of Investments**

FASB ASC 820, *Fair Value Measurements and Disclosures*, defines fair value, establishes a framework for measuring fair value in accordance with GAAP, and requires certain disclosures about fair value measurements.

Investments recorded at fair value in the statements of net assets available for benefits are categorized based on the level of judgment associated with the inputs used to measure their fair value. Level inputs, as defined by FASB ASC 820, are as follows:

**Level Input: Input Definition:**

Level I	Inputs are unadjusted, quoted prices for identical assets or liabilities in active markets at the measurement date.
Level II	Inputs other than quoted prices included in Level I that are observable for the asset or liability through corroboration with market data at the measurement date.
Level III	Unobservable inputs that reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date.



**Table of Contents**

WellPoint 401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

**4. Fair Value of Investments (continued)**

The asset's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following methods and assumptions were used to determine the fair value of investments recorded at fair value in the statements of net assets available for benefits.

*Mutual funds:* Valued at quoted market prices which represents NAV of shares held by the Plan at year end.

*Equity securities:* Valued at the quoted market price reported on the active market on which the individual securities are traded on the last business day of the plan year.

The WellPoint Stock Fund is a unitized fund that invests in WellPoint, Inc. common stock. A small portion of the fund may also be invested in short-term reserves to accommodate daily transactions. WellPoint common stock is valued at the closing price on the New York Stock Exchange on the last business day of the year.

*Collective trust fund:* Valued at the net unit value, as reported in the audited financial statements of the fund, of units held by the Plan.

The collective trust fund, which consists of the Plan's investment in the Wells Fargo Stable Return Fund, is designed to deliver safety and stability by preserving principal and accumulating earnings. This fund is primarily invested in guaranteed investment contracts and synthetic investment contracts. Participant-directed withdrawals from the fund are not restricted; however, the Plan may be required to provide a one year redemption notice to withdraw assets from the fund. Participants in the Plan requesting fund-to-fund transfers must direct transfers to a non-competing fund for 90 days before transferring investments to a competing fund offered by the Plan. The fair value of this fund has been estimated based on the fair value of the underlying investment contracts in the fund as reported in the audited financial statements of the fund. The fair value differs from the contract value. As previously discussed in Note 2, contract value is the relevant measurement attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

*Group annuity contract:* Valued at fair value by discounting the related cash flows based on the guaranteed yield to maturity of the contract.

*Life insurance contracts:* Valued at the cash surrender value of the policies as reported by the insurer.

*Participant loans:* Valued at their unpaid balances plus accrued interest, if any, which approximates fair value.

**Table of Contents**

WellPoint 401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

**4. Fair Value of Investments (continued)**

A summary of fair value measurements by level for investments measured at fair value on a recurring basis is as follows:

	Level I	Level II	Level III	Total
<b>December 31, 2009</b>				
Mutual funds:				
Money market	\$ 473,542,334	\$	\$	\$ 473,542,334
Domestic equities	1,299,013,157			1,299,013,157
International equities	258,208,972			258,208,972
Fixed income	300,395,034			300,395,034
Life cycle	320,107,927			320,107,927
Equity securities	42,292			42,292
WellPoint Stock Fund		208,346,394		208,346,394
Collective trust		5,460,519		5,460,519
Group annuity contract			12,211,821	12,211,821
Life insurance contracts			85,952	85,952
Participant loans			120,736,391	120,736,391
Total	\$ 2,651,309,716	\$ 213,806,913	\$ 133,034,164	\$ 2,998,150,793
<b>December 31, 2008</b>				
Interest bearing cash	\$ 284,945	\$	\$	\$ 284,945
Mutual funds:				
Money market	483,672,305			483,672,305
Domestic equities	964,115,350			964,115,350
International equities	173,252,535			173,252,535
Fixed income	267,512,581			267,512,581
Life cycle	208,202,814			208,202,814
Equity securities	63,164			63,164
WellPoint Stock Fund		176,807,729		176,807,729
Group annuity contract			23,602,283	23,602,283
Life insurance contracts			91,609	91,609
Participant loans			117,792,102	117,792,102
Total	\$ 2,097,103,694	\$ 176,807,729	\$ 141,485,994	\$ 2,415,397,417

**Table of Contents**

WellPoint 401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

**4. Fair Value of Investments (continued)**

A reconciliation of the beginning and ending balances of assets measured at fair value on a recurring basis using Level III inputs for the years ended December 31, 2009 and 2008 is as follows:

	<b>Group Annuity Contract</b>	<b>Life Insurance Contracts</b>	<b>Participant Loans</b>
<b>Year ended December 31, 2009:</b>			
Beginning balance at January 1, 2009	\$ 23,602,283	\$ 91,609	\$ 117,792,102
Additions:			
Interest income	820,215		7,906,788
New loans			60,849,658
Transfer from other plan			795,488
Distributions		(5,657)	(11,674,555)
Transfer out of Level III	(12,210,677)		(54,933,090)
Ending balance at December 31, 2009	\$ 12,211,821	\$ 85,952	\$ 120,736,391
<b>Year ended December 31, 2008:</b>			
Beginning balance at January 1, 2008	\$ 34,042,588	\$ 110,518	\$ 116,932,066
Additions:			
Interest income	1,183,611		9,178,342
New loans			54,104,008
Transfer from other plan			73,757
Distributions		(18,909)	(8,656,518)
Transfer out of Level III	(11,623,916)		(53,839,553)
Ending balance at December 31, 2008	\$ 23,602,283	\$ 91,609	\$ 117,792,102

The group annuity contract annual installments received December 31, 2009 and 2008 were invested in the Prime MM Fund and are shown as transfers out of Level III. Loans to participants transferred out of Level III consist of loan repayments reinvested in the participant's account in Level I funds.

Transfers between Levels, if any, are recorded as of the date the transfer occurred.

**Table of Contents**

WellPoint 401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

**5. Reconciliation of the Financial Statements to the Form 5500**

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2009 to the Form 5500:

Net assets available for benefits per the financial statements	\$ 3,002,962,640
Add: Adjustment from contract value to fair value for fully benefit-responsive contracts	10,878
<b>Net assets available for benefits per the Form 5500</b>	<b>\$ 3,002,973,518</b>

**6. Related-Party Transactions**

The Prime MM Fund within the Custom Blended Fund (see Note 3) may, from time to time, hold amounts insufficient to meet Participants requests for transfers out of the Fund or for distributions of their Plan accounts from the Fund. The Plan Sponsor made loans totaling \$5,000,000 to the Plan during 2008 to permit Participants transfers and distributions from the Fund. The loans were repaid in full on December 31, 2008, upon receipt of the annual annuity installment. The Plan Sponsor made no loans to the Plan during 2009.

As of December 31, 2009, the Plan owned approximately 3,574,308 shares of WellPoint common stock with a fair value of \$208,346,394. During 2009, the Plan had net sales of WellPoint common stock totaling \$31,046,714.

As of December 31, 2008, the Plan owned approximately 4,196,718 shares of WellPoint common stock with a fair value of \$176,807,729. During 2008, the Plan had net sales of WellPoint common stock totaling \$11,235,652.

**7. Income Tax Status**

The Plan has received a determination letter from the IRS dated March 12, 2009, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation under Section 501(a) of the Code. Subsequent to the issuance of the favorable determination letter, the Plan has been amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Sponsor believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

**Table of Contents**

## WellPoint 401(k) Retirement Savings Plan

Schedule H, Line 4i Schedule of Assets (Held at End of Year)

December 31, 2009

EIN: 11-3713086

Plan Number: 003

(a)	(b)	(c)	(e)
Identity of issuer, borrower, lessor, or similar party		Description of investment including maturity date, interest rate, collateral and par or maturity value	Current value
Shares of registered investment companies			
*	Touchstone Sands Capital	Select Growth Fund Class Y	\$ 49,978,194
*	Dimensional Fund Advisors	US Vector Portfolio	88,872,866
*	The Vanguard Group Mutual Funds		
		Prime Money Market Fund	455,850,507
		Institutional Index Fund	404,297,753
		Total Bond Market Index Fund	298,522,838
		Total International Stock Index Fund	252,529,848
		Wellington Fund	220,477,684
		PRIMECAP Fund	198,613,640
		Extended Market Index Fund	140,758,841
		Target Retirement 2025 Fund	121,314,881
		Windsor II Fund	108,556,192
		Target Retirement 2035 Fund	72,862,019
		Target Retirement 2015 Fund	67,701,541
		Explorer Fund	57,343,913
		Target Retirement 2045 Fund	29,379,458
		Target Retirement Income Fund	24,916,379
Wells Fargo mutual funds			
		Advantage Index	5,173,515
		Advantage Dow Jones Target 2020	1,508,999
		Advantage Small Cap Growth	1,492,655
		Advantage Dow Jones Target 2030	1,145,201
		Advantage Dow Jones Target 2040	721,761
		Advantage Dow Jones Target 2010	254,317
		Advantage Dow Jones Target Today	227,546
		Advantage Dow Jones Target 2050	75,825
	American Funds	Growth Fund of America	3,344,733
	Van Kampen	International Growth	2,375,169
	PIMCO	Total Return	1,814,817
	Goldman Sachs	Small Cap Value	1,247,899
	Vanguard	Mid Cap Index	887,731
	American Beacon	Large Cap Value	840,976



**Table of Contents**

WellPoint 401(k) Retirement Savings Plan

Schedule H, Line 4i Schedule of Assets (Held at End of Year)

December 31, 2009

EIN: 11-3713086

Plan Number: 003

(a)	(b)	(c)	(e)
Identity of issuer, borrower, lessor, or similar party		Description of investment including maturity date, interest rate, collateral and Par or maturity value	Current value
*	Custom Blended Fund	Vanguard Group Prime Money Market Fund Principal Group annuity contract	16,078,936 12,211,821
			28,290,757
	Wells Fargo Stable Return Fund	Common / collective trust	5,460,519
*	WellPoint Stock Fund		208,346,394
	Brokerage Option Accounts		
		Cash	1,523,761
		Common stocks	42,292
		Mutual funds	22,100,790
			23,666,843
*	Participant loans	Interest rates range from 4.0% to 11.0%	120,736,391
	American Mayflower Life Insurance Company	Individual life insurance cash surrender values	85,952
			\$ 2,999,674,554

\* Party-in-Interest

Note: As all investments are participant directed, column (d) is not applicable and has been eliminated.

**Table of Contents**

**SIGNATURES**

*The Plan.* Pursuant to the requirements of the Securities Exchange Act of 1934, the Pension Committee of ATH Holding Company, LLC has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

WELLPOINT 401(k) RETIREMENT SAVINGS PLAN

By: /s/ Randal L. Brown  
Randal L. Brown

Chairman of the Pension Committee of ATH  
Holding Company, LLC

Date: June 23, 2010

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
23	Consent of Independent Registered Public Accounting Firm