

## PART II

### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

The Company's common stock is traded on The New York Stock Exchange under the symbol "WC." There is no established market for the one share of Class B Common Stock outstanding.

The following table sets forth the high and low sales prices for the Company's Common Stock, as reported by The New York Stock Exchange for each full calendar quarter during 2003 and 2004:

	High	Low
<b>2003:</b>		
First Quarter .....	\$24.00	\$17.65
Second Quarter .....	\$30.40	\$20.80
Third Quarter .....	\$33.20	\$26.80
Fourth Quarter .....	\$36.40	\$29.95
<b>2004:</b>		
First Quarter .....	\$38.88	\$34.30
Second Quarter .....	\$44.07	\$35.30
Third Quarter .....	\$43.10	\$34.00
Fourth Quarter .....	\$53.55	\$33.81

On February 2, 2005, the Company had 116 holders of record of its Common Stock, which did not include beneficial owners of shares registered in nominee or street name, and one holder of its Class B Common Stock.

No cash dividends have been declared on the Common Stock or Class B Common Stock. We do not expect to pay cash dividends for the foreseeable future. We currently intend to retain future earnings, if any, to finance operations and the expansion of our business.

Our ability to pay dividends is dependent on cash dividends from our subsidiaries. Our subsidiaries are subject to regulatory surplus requirements and additional regulatory requirements, which may restrict their ability to declare and pay dividends or distributions to us. See "Government Regulation – Dividend Restrictions."

#### Equity-Based Compensation Plans

The following table provides additional information on the Company's equity-based compensation plans as of December 31, 2004:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price per share of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans excluding amounts set forth in column (a)
Equity compensation plans approved by stockholders .....	2,837,435(1)	\$35.52	5,819,191(2)
Equity compensation plans not approved by stockholders .....	0	0	0
<b>Total .....</b>	<b>2,837,435(1)</b>	<b>\$35.52</b>	<b>5,819,191(2)</b>

(1) Excludes 383,732 shares under restricted stock awards issued to employees and 36,699 shares underlying restricted stock units issued to non-management directors.

- (2) Consists of 2,925,409 shares available for issuance under the WellChoice, Inc. 2003 Omnibus Incentive Plan, under which the Company may issue stock options, stock appreciation rights, restricted stock awards and restricted stock units, and 2,893,782 shares of common stock available for issuance under the WellChoice, Inc. 2003 Employee Stock Purchase Plan.

**Issuer Purchases of Equity Securities**

The Company does not have a publicly-announced repurchase plan or program.

Under our 2003 Omnibus Incentive Plan, employees may elect to withhold shares to satisfy minimum statutory federal, state and local tax withholding obligations arising from the vesting of restricted stock awards made thereunder. Restricted stock awards granted on November 7, 2003 vest over a three-year period, with one third of the shares vesting one year from the date of grant and the balance vesting in equal monthly installments thereafter over the next 24 months. The following table provides information with respect to the shares withheld by the Company to satisfy these obligations to the extent employees elected to make a “net share” election.

<u>Period</u>	<u>(a) Total Number of Shares (or Units) Purchased</u>	<u>(b) Average Price Paid Per Share (or Unit)</u>
November 7, 2004 .....	20,881	\$44.89
December 7, 2004 .....	1,751	\$48.79
Total .....	22,632	\$45.19