



Delivering solutions



...right now.

As the nation's largest health benefits company, we are in a unique position to make a major positive impact on the challenges facing the health care system today.

That's what we are doing, right now. Delivering real solutions. Working to make quality health care more affordable, more accessible and simpler to manage. Helping more people achieve what they value above all – peace of mind.

That's WellPoint. That's why we're here.

I want to spend more time with my patients.
Access to high-quality hospitals and doctors is a priority.



ADRIAN DOUGLASS, MD
Physician

I just want to dribble the ball in soccer without being short of breath.
Access to the right asthma medication is important to me.



DECLAN MCLAUGHLIN
Member

I want to be able to play with my kids.
Access to health care programs is a necessity.



ANNETTE ADAMS
Member

I want to balance what is good for our employees and our company.
Providing affordable health care benefits is a top priority.



HENRY J. DUDEK
Customer

I want to live my life to the fullest.

Finding ways to stay healthy is more important to me now than ever.



JOHN HICKS
Senior Member

I have to meet the needs of my clients.
My customers demand affordable access to health care.



BRYAN BRENNER
Broker

I want to ensure all babies are born healthy.
Partners that care about the community will make a real difference.



TANYA HANN
Director, March of Dimes

FINANCIAL HIGHLIGHTS

Dollars in millions, except per share data	Years ended December 31	09	08	07
Operating results				
Total operating revenue		\$60,828.6	\$61,579.2	\$60,155.6
Total revenue		65,028.1	61,251.1	61,167.9
Net income		4,745.9	2,490.7	3,345.4
Earnings per share				
Basic net income		\$ 9.96	\$ 4.79	\$ 5.64
Diluted net income		9.88	4.76	5.56
Balance sheet information				
Total assets		\$52,125.4	\$48,403.2	\$52,060.0
Total liabilities		27,262.1	26,971.5	29,069.6
Total shareholders' equity		24,863.3	21,431.7	22,990.4
Medical membership (In thousands)				
Commercial		27,356	28,304	27,886
Consumer		4,923	5,352	5,543
Other		1,391	1,393	1,380
Total medical membership		33,670	35,049	34,809

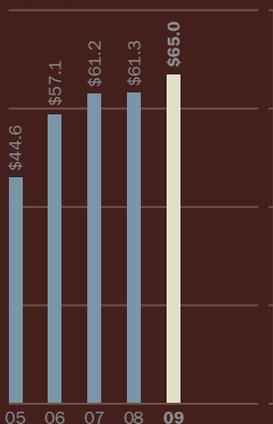
Full year 2009 net income included an after-tax gain of \$2.4 billion resulting from the sale of the NextRx pharmacy benefit management subsidiaries.

The information presented above should be read in conjunction with the audited consolidated financial statements and accompanying notes and Management's Discussion and Analysis of Financial Condition and Results of Operations included in WellPoint's 2009 Annual Report on Form 10-K.

Certain prior year amounts have been reclassified to conform to current year presentation.

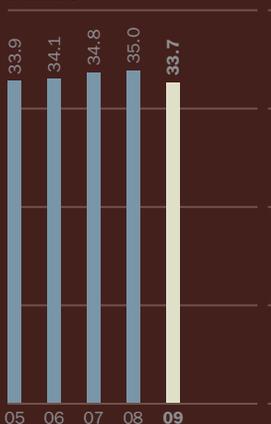
TOTAL REVENUE

In billions



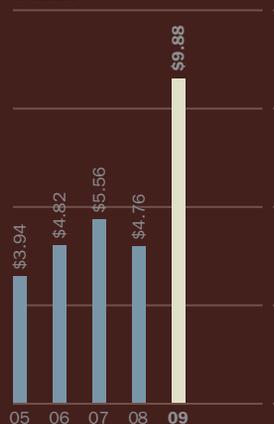
TOTAL MEDICAL MEMBERSHIP

In millions



DILUTED EARNINGS PER SHARE

In dollars



In 2009, our company and the people and communities we serve faced the most challenging economy in a generation. Throughout this difficult time, WellPoint performed solidly and delivered for our customers and our shareholders. We are dedicated to our mission of improving the lives of the people we serve and the health of our communities. Whether it was a customer seeking more affordable benefit options or a member needing help managing a chronic condition, WellPoint delivered real solutions to the real challenges of the past year.



The recession had an impact on our business, as it did on every business in America. At WellPoint, we saw a drop in commercial enrollment, while medical costs continued to rise. However, we did see improved results in our consumer business, and as a result of a number of initiatives, including controlling our administrative costs and effectively implementing our capital management initiatives, we were able to increase our earnings per share. We also had a very smooth closing to our sale of the pharmacy benefits manager, NextRx, to Express Scripts Inc., which included the negotiation of a long-term agreement to better serve our members. In fact, I am proud that we continue to find innovative ways to increase the value of our products and services for our customers. I'm grateful to our WellPoint associates across the country who helped our company manage through this difficult time and who work to put the customer first.

Though the number of Americans who are out of work remains very high, we expect to see improvement in employment toward the end of

this year. Whether it's the local depth in our markets, the quality of our brand, or our broad networks of providers, we believe WellPoint is the best-positioned health benefits company in the country. We should benefit as the economy improves because we remain very attractive to both employer groups and individual customers. But we're not going to stand still as if we thought we couldn't be a better company. We believe we can build a better WellPoint. So we're making key investments in our business to offer the best possible health care benefit products and services to our customers and members.

As you can see throughout this report, we're focused on making health benefits more affordable, improving access to care, and simplifying interactions with the delivery system. We believe that we have to favorably impact the value equation in health care while improving the experience of members, doctors, and employers. We're very excited about some of the efforts already underway at WellPoint, as well as the many more to come.

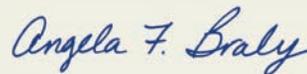
We're focused on making health care more affordable,
improving access to care, and simplifying interactions with the system.
We believe that we have to get at the value equation in health care while
improving the experience of members, providers, businesses and institutions.

One way that we've been focused on making health care more affordable is by introducing innovative, lower-cost plans such as our ValueAdvantage HMO plans in Virginia. We're working to improve access to health care in a number of ways, through strengthening and expanding our networks of doctors and hospitals and by reaching out to underserved communities that might suffer from higher rates of diabetes and heart disease. And when it comes to bringing greater simplicity to those navigating the delivery system, we've expanded innovative new tools like Care Comparison, which provides side-by-side cost and quality information on 35 specific medical procedures. It's our goal to have Care Comparison either fully implemented or in the process of being implemented across all our plans by the end of this year.

We believe that we can make a difference in the affordability, accessibility and simplicity of health care through continued innovation and by working hard to provide the best health care value to our customers every day. America

needs real solutions to the real challenges facing our health care system, and we believe we play a vital role in making these solutions a reality for our customers and our members. WellPoint will continue to be a vocal advocate for improving the health care system for the American people.

As WellPoint moves forward, our entire team is focused on managing the fundamentals of our business and continuing to improve the health care experience for consumers across the nation. We never lose sight of the fact that our success depends on putting our customers first. In this way we will fulfill our mission to improve the lives of the people we serve and the health of our communities, something that inspires WellPoint associates and me every day.



Angela F. Braly

Chair of the Board,
President and Chief Executive Officer

affordability

Cost is perhaps the single biggest challenge in health care today. At WellPoint, we know that to avoid compromising quality, the solution is in a combination of prevention and efficiency. We're supporting both with a variety of programs designed to improve awareness, encourage healthy choices and deliver better outcomes more efficiently.

CLIENT HEALTH INDEX

Feedback from some of our largest customers led to the creation of the Client Health Index. A natural evolution from WellPoint's Member Health Index, CHI provides a method to calculate the health of members at an employer-specific

level by looking at 20 different measures in three areas: Screening and Prevention, Care Management, and Worksite Environment. CHI is designed to allow employers to track health over time and assist in identifying opportunities to improve their employees' health.



VALUE BASED BENEFIT DESIGN We're helping thousands of members with chronic diseases in programs nationwide afford health care by waiving drug co-pays and providing free access to important home tests, such as blood glucose monitors. Reduced costs, educational materials and important outreach by health educators and pharmacist consultations have helped members change their behaviors and improve their health. We've created value based benefit designs that focus on improving members' health and creating savings for both the member and the employer. Our affiliated health plans will begin to offer value based benefit designs to fully insured customers in 2010.

Putting chronically ill members first is a priority for associate Laurie Amirpoor, who was instrumental in developing value based benefits.



www.eyesight.org
OneSightSM
Giving the gift of sight since 1988

Powered by **EyeMed**
VISION CARE_{EX}



Driven to



PVN 2867
See





CALCULATE YOUR HEALTH FOOTPRINT
connects.anthem.com

VISION VAN To help children maintain healthy eyes, WellPoint teams with OneSight®, a Luxottica Group Foundation, to bring the Vision Van program to communities throughout the year. Students in kindergarten through high school are pre-selected based on their financial and vision needs to receive free vision care, which includes full vision exams and new glasses. This event makes a meaningful difference in the lives of students who might not otherwise have had their vision needs met. More than 2,000 students were helped in 2009 when the van made stops for WellPoint-affiliated health plans in Indiana, Connecticut and Georgia.

HEALTH FOOTPRINT We often underestimate the impact our decisions – and the decisions of those close to us – have on our health. For a snapshot of your health and how your choices affect family members, friends and coworkers, calculate your Health Footprint®. The bigger it is, the more influence you have on your health and the health of those in your social network. WellPoint is working with Bob Harper from *The Biggest Loser* to highlight the importance of the Health Footprint and to deliver tips that can help you improve your score. To calculate yours, visit connects.anthem.com.

The Vision Van is driven to local communities across the country, giving children access to free eye care and eye glasses.

accessibility

The highest quality health care is of much less value if it's not accessible to those who need it most. Accessibility is central to what WellPoint seeks to offer – with a range of innovative programs and benefits, we're working to help make sure members and communities have the resources they require to get the care they need.

BenefitsCheckUp®

Are you a U.S. veteran?

Have you had an eye exam by a medical doctor (ophthalmologist) in the last three years?

Are you dependent on family members or others for care?

NATIONAL COUNCIL ON AGING WellPoint and the National Council on Aging (NCOA) realize that many factors contribute to the health and well-being of senior Americans, including access to quality health care, community resources and financial assistance for basics such as prescription drugs and food. That's why WellPoint is sponsoring NCOA's BenefitsCheckUp®, a comprehensive online resource that provides members of WellPoint's affiliated health plans access to 1,500 benefits programs throughout all 50 states and the District of Columbia.

INTEGRATED CARE

MANAGEMENT Employers want a fully integrated health care model that incorporates medical, behavioral, disability, wellness and EAP programs. To meet this need, WellPoint developed the Integrated Care Management model (ICM). ICM is member/family-centric and is a metrics-based care management program. It includes an integrated team of physicians, nurses, pharmacists and other health care professionals, with a dedicated nurse for family members. Members receive individual care plans, which results in increased engagement. Employers have more empowered employees, reduced absenteeism, increased member satisfaction and improved health care trends.

Through integrated care management, members receive individual care plans with long- and short-term goals, while employers have more empowered employees, reduced absenteeism and improved health care trends. Today, more than 2.2 million members participate in this integrated care management model.





ASTHMA RESEARCH We used our ability to see how people respond to medicine in the real world to study asthma. Even though inhalers are shown to be more effective in clinical trials, research conducted by our outcomes research company, HealthCore, found members taking oral tablets were more consistent in taking their medication and were less likely to require medical care for serious attacks. As a result, we changed our rules so that members' physicians don't need our approval before prescribing an oral tablet for the member.

Members in Georgia have a unique resource that greatly assists them after a breast cancer diagnosis. Feedback from members and providers has been extremely positive, and led to a collaboration between WellPoint and the American Cancer Society.

BREAST CANCER CARE

A breast cancer diagnosis can be one of the most difficult and confusing times in a person's life. WellPoint's breast cancer care program is designed to give members guidance and information that will increase communications between the caregiver and the patient. In addition, WellPoint recently collaborated with the American Cancer Society to study disparities in breast cancer treatments. Results showed African-American women are diagnosed in later stages of the disease. Understanding these disparities is the first step in enhancing and improving outcomes for all members.



simplicity

In health care, complexity is the enemy of quality. In 2009, WellPoint continued to create new ways to make it simpler, for members and providers alike, to maintain healthy lives. From online tools to home delivery programs, to investments that create wider offerings from a single source, we are delivering solutions, right now, to make a real difference.

PATIENT-CENTERED

MEDICAL HOME Stronger relationships with physicians help more individuals focus on prevention, better manage chronic conditions, and receive appropriate follow-up care. Innovative patient-centered medical home initiatives enable

members to access comprehensive, coordinated care through a personal health care team. An enhanced payment model supports more personalized care from physicians, while providing better access to a care team that helps them navigate the health care system in the local community.



CARE COMPARISON Making informed health care decisions are keys to improving well-being, decreasing costs and increasing access to affordable, quality health care. Care Comparison is an industry-leading e-tool that is giving members across the country vital information on costs and quality. This information is helping members make informed decisions about their health care based on knowing how much they will spend out-of-pocket for certain medical procedures, along with quality measures at contracted providers. And they can compare the costs and quality for different providers, helping them make the most informed decision.

Through Care Comparison, members have a simplified approach to understanding true, out-of-pocket costs for 35 hospital-based procedures.







DAILY MED For members who suffer from chronic conditions, trying to remember when or how to take six or more medications a day is a way of life. That's why our State Sponsored Business has teamed with Arcadia HealthCare, Inc. to offer DailyMed™ – a pharmacy program to help members better manage their medication regime. DailyMed combines the benefit of personal Medication Therapy Management with the simplicity of having a 30-day supply of their medications delivered to their home, individually packaged and labeled with the date and time each packet should be taken.

AVAILITY Doctors want to spend more time on care and less time on paperwork. Through collaboration with Availity, we are helping simplify the health care process so doctors can do just that. A single, multi-health plan Web portal streamlines the health care administration process for members, providers and health plans by enabling them to perform common administrative transactions such as billing and eligibility inquiries in an easy and consistent manner. Not only does this innovative system save time, it removes costs from the health care system and gives doctors more time to spend with their patients.

The right medications at the right time can help members avoid medication errors and improve their quality of life. It's easy, organized, monitored and above all, safe.

WELLPOINT AT A GLANCE

1 IN 9

Americans are covered by WellPoint's affiliated health plans

BLUE-LICENSED SUBSIDIARIES



WellPoint works to simplify the connection between Health, Care and Value. We help to improve the health of our communities, deliver better care to members, and provide greater value to our customers and shareholders. WellPoint is the nation's largest health benefits company, with 33.7 million members in its affiliated health plans.

KEY FINANCIAL METRICS

60.8

OPERATING REVENUE
(Dollars in billions)

3.0

OPERATING CASH FLOW
(Dollars in billions)

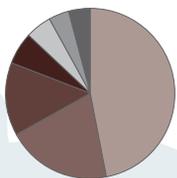
82.6%

BENEFIT EXPENSE RATIO

15.9%

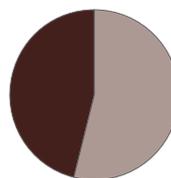
SELLING, GENERAL AND ADMINISTRATIVE EXPENSE RATIO

CUSTOMER BASE*



- Local Group 47%
- National Accounts* 20%
- BlueCard 14%
- Individual 6%
- State Sponsored 5%
- Federal Employee Program 4%
- Senior 4%

* Including BlueCard



- Self-Funded 54%
- Fully Insured 46%

* At December 31, 2009

MISSION To improve the lives of the people we serve and the health of our communities.

33.7 million
MEDICAL MEMBERS

WellPoint's affiliated health plans have among the most diverse customer bases in the industry.

Individual

Individual customers under age 65 and their covered dependents.

Local Group

Employer customers with less than 5% of eligible employees located outside of the headquarter state, as well as customers with more than 5% of eligible employees located outside of the headquarter state with up to 2,500 eligible employees.

National Accounts

Generally multi-state employer groups primarily headquartered in a WellPoint service area with at least 5% of the eligible employees located outside of the headquarter state and with more than 2,500 eligible employees. Some exceptions are allowed based on broker relationships.



Our customer base

2009 MEDICAL MEMBERSHIP

(In millions)

LOCAL GROUP	15.7
NATIONAL ACCOUNTS (including BlueCard)	11.6
INDIVIDUAL	2.1
STATE SPONSORED	1.7
FEDERAL EMPLOYEE PROGRAM	1.4
SENIOR	1.2

2009 SPECIALTY MEMBERSHIP

(In millions)

BEHAVIORAL HEALTH	23.0
LIFE AND DISABILITY	5.4
DENTAL	4.3
MANAGED DENTAL (including DeCare)	3.9
VISION	3.1
MEDICARE PART D	1.5

BLUE CROSS AND/OR BLUE CROSS BLUE SHIELD LICENSEES*

California	Missouri
Colorado	Nevada
Connecticut	New Hampshire
Georgia	New York
Indiana	Ohio
Kentucky	Virginia
Maine	Wisconsin

*Service areas include these states and/or portions of these states



PROMISE We simplify the connection between Health, Care and Value.

Senior

Medicare-eligible individual members age 65 and over who have enrolled in Medicare Advantage, a managed care alternative for the Medicare program, or who have purchased Medicare Supplement benefit coverage.

State Sponsored

Eligible members with state-sponsored managed care alternatives for the Medicaid and State Children's Health Insurance programs that we manage.

BlueCard®

Members of Blue plans not owned by WellPoint who receive health care services in our Blue plan states.

Specialty

We offer Integrated Life, Disability, Vision and Dental products which provide administrative efficiency and enhanced product value.

Federal Employee Program

(FEP) United States government employees and their dependents within our geographic markets through our participation in the national contract between the BCBSA and the U.S. Office of Personnel Management.

responsibility

WellPoint's commitment to corporate and social responsibility aligns inherently with the principles of the company's mission. We work to improve the lives of the people we serve and the health of our communities through our foundation, our community relations, our associates' volunteerism and sustainability programs. Learn more at www.wellpointfoundation.org.

THE WELLPOINT FOUNDATION

One of the country's largest corporate foundations, the WellPoint Foundation is our philanthropic arm, committed to enhancing the health and well-being of individuals and families in WellPoint communities. The Foundation supports non-profit

organizations that share our common goal of addressing preventable health concerns through strategic choices. The Foundation also matches funds pledged to six specific non-profit organizations focused on health and human services through the company's annual associate giving campaign.



COMMUNITY SERVICE DAY

One of WellPoint's greatest resources is its associates. This is most evident on the company's annual Community Service Day in locations across the country. Thousands of associates, their friends and their families come together to help the communities we serve through a variety of service projects. In 2009, WellPoint associates participated in 200 projects across 32 states and the District of Columbia. Projects were developed by working in collaboration with the United Way, March of Dimes, Boys & Girls Clubs of America, Keep America Beautiful, and Feeding America.

Richmond-based associate Shirley Lucas is a strong supporter of her community. Through the Associate Giving Campaign, Community Service Day, the Heart Walk and other WellPoint-sponsored activities, she is serving as a true example of the WellPoint mission.





SUSTAINABILITY Consistent with WellPoint’s mission of improving the lives of the people we serve and the health of our communities, WellPoint recognizes the importance environmental health has on personal health and wellness. We have “green” teams leading initiatives in offices across the country toward a commitment of providing efficient working conditions for employees, reducing our corporate environmental footprint and improving the natural environment around us.

DIVERSITY A company’s culture is a capability not easily duplicated by competition, and diversity and inclusion are important aspects of WellPoint’s culture that position us as an employer of choice, industry leader, and trusted corporate partner in our communities. WellPoint finds strength in each associate’s individual perspectives, and understands that different views and approaches foster innovation and creativity while improving our competitive edge. A diverse workforce and inclusive workplace enable us to best serve the needs of our members, customers, and providers to attain business success.

Our associates reflect the diversity of the communities we serve and our membership base. At WellPoint, we believe our diversity is among our greatest strengths.

CONSOLIDATED BALANCE SHEETS

In millions, except per share data	Years ended December 31	09	08
Assets			
Current assets			
Cash and cash equivalents		\$ 4,816.1	\$ 2,183.9
Investments available-for-sale, at fair value		16,707.6	2,652.8
Other invested assets, current		26.5	23.6
Premium and self-funded receivables		3,281.0	3,042.9
Other receivables		1,052.3	1,546.7
Income tax receivable		-	159.9
Securities lending collateral		394.8	529.0
Deferred tax assets, net		523.8	779.0
Other current assets		1,268.6	1,212.2
Total current assets		28,070.7	12,130.0
Long-term investments available-for-sale, at fair value		262.9	11,839.1
Other invested assets, long-term		775.3	703.2
Property and equipment, net		1,099.6	1,054.5
Goodwill		13,264.6	13,461.3
Other intangible assets		8,259.3	8,827.2
Other noncurrent assets		393.0	387.9
Total assets		\$52,125.4	\$48,403.2
Liabilities and shareholders' equity			
Liabilities			
Current liabilities			
Policy liabilities			
Medical claims payable		\$ 5,450.5	\$ 6,184.7
Reserves for future policy benefits		62.6	64.5
Other policyholder liabilities		1,617.6	1,626.8
Total policy liabilities		7,130.7	7,876.0
Unearned income		1,050.0	1,087.7
Accounts payable and accrued expenses		2,994.1	2,856.5
Income tax payable		1,228.7	-
Security trades pending payable		37.6	5.8
Securities lending payable		396.6	529.0
Short-term borrowings		-	98.0
Current portion of long-term debt		60.8	909.7
Other current liabilities		1,775.2	1,657.6
Total current liabilities		14,673.7	15,020.3
Long-term debt, less current portion		8,338.3	7,833.9
Reserves for future policy benefits, noncurrent		664.6	664.7
Deferred tax liability, net		2,470.4	2,098.9
Other noncurrent liabilities		1,115.1	1,353.7
Total liabilities		27,262.1	26,971.5
Shareholders' equity			
Common stock, par value \$0.01		4.5	5.0
Additional paid-in capital		15,192.2	16,843.0
Retained earnings		9,598.5	5,479.4
Accumulated other comprehensive income (loss)		68.1	(895.7)
Total shareholders' equity		24,863.3	21,431.7
Total liabilities and shareholders' equity		\$52,125.4	\$48,403.2

The information presented above should be read in conjunction with the audited financial statements and accompanying notes included in WellPoint's 2009 Annual Report on Form 10-K.

CONSOLIDATED STATEMENTS OF INCOME

In millions, except per share data	Years ended December 31	09	08	07
Revenues				
Premiums		\$56,382.0	\$57,101.0	\$55,865.0
Administrative fees		3,840.3	3,836.6	3,673.6
Other revenue		606.3	641.6	617.0
Total operating revenue		60,828.6	61,579.2	60,155.6
Net investment income		801.0	851.1	1,001.1
Gain on sale of business		3,792.3	—	—
Net realized (losses) gains on investments		(393.8)	(1,179.2)	11.2
Total revenues		65,028.1	61,251.1	61,167.9
Expenses				
Benefit expense		46,571.1	47,742.4	46,037.2
Selling, general and administrative expense				
Selling expense		1,685.5	1,778.4	1,716.8
General and administrative expense		7,973.6	7,242.1	6,984.7
Total selling, general and administrative expense		9,659.1	9,020.5	8,701.5
Cost of drugs		419.0	468.5	432.7
Interest expense		447.4	469.8	447.9
Amortization of other intangible assets		266.0	286.1	290.7
Impairment of goodwill and other intangible assets		262.5	141.4	—
Total expenses		57,625.1	58,128.7	55,910.0
Income before income tax expense		7,403.0	3,122.4	5,257.9
Income tax expense		2,657.1	631.7	1,912.5
Net income		\$ 4,745.9	\$ 2,490.7	\$ 3,345.4
Net income per share				
Basic		\$ 9.96	\$ 4.79	\$ 5.64
Diluted		\$ 9.88	\$ 4.76	\$ 5.56

Full year 2009 net income included an after-tax gain of \$2.4 billion resulting from the sale of the NextRx pharmacy benefit management subsidiaries.

The information presented above should be read in conjunction with the audited financial statements and accompanying notes included in WellPoint's 2009 Annual Report on Form 10-K.

CONSOLIDATED STATEMENTS OF CASH FLOW

In millions	Years ended December 31	09	08	07
Operating activities				
Net income		\$ 4,745.9	\$ 2,490.7	\$ 3,345.4
Adjustments to reconcile net income to net cash provided by operating activities				
Net realized losses (gains) on investments		393.8	1,179.2	(11.2)
Loss on disposal of assets		16.4	7.2	11.3
Gain on sale of business		(3,792.3)	–	–
Deferred income taxes		61.3	(481.4)	(105.5)
Amortization and depreciation expense		553.5	571.7	586.2
Impairment of goodwill and other intangible assets		262.5	141.4	–
Share-based compensation		153.6	156.0	177.1
Excess tax benefits from share-based compensation		(9.6)	(16.0)	(153.3)
Changes in operating assets and liabilities, net of effect of business combinations/divestitures				
Receivables, net		(484.2)	(558.7)	(448.6)
Other invested assets, current		(62.5)	103.3	(3.0)
Other assets		(119.3)	(340.2)	174.4
Policy liabilities		(748.2)	194.9	257.7
Unearned income		(27.3)	(26.7)	125.5
Accounts payable and accrued expenses		952.8	(106.3)	(235.2)
Other liabilities		(248.8)	(797.0)	176.5
Income taxes		1,391.4	(47.3)	447.3
Other, net		(0.1)	64.6	–
Net cash provided by operating activities		3,038.9	2,535.4	4,344.6
Investing activities				
Net (purchases) proceeds of fixed maturity securities		(1,538.5)	1,173.3	(184.6)
Net proceeds (purchases) of equity securities		258.4	(244.4)	22.5
Net purchases of other invested assets		(45.5)	(112.2)	(92.0)
Changes in securities lending collateral		132.4	325.1	50.6
Net sales (purchases) of subsidiaries, net of cash sold or acquired		4,606.0	(192.7)	(298.5)
Net purchases of property and equipment		(378.0)	(332.9)	(264.7)
Other, net		(32.0)	–	(2.2)
Net cash provided by (used in) investing activities		3,002.8	616.2	(768.9)
Financing activities				
Net (repayments of) proceeds from commercial paper borrowings		(397.0)	(900.6)	502.8
Proceeds from long-term borrowings		990.3	525.0	1,978.3
Net (repayments of) proceeds from short-term borrowings		(98.0)	98.0	–
Repayment of long-term borrowings		(919.3)	(38.7)	(509.7)
Changes in securities lending payable		(132.4)	(325.1)	(50.6)
Changes in bank overdrafts		(344.1)	44.8	(117.1)
Repurchase and retirement of common stock		(2,638.4)	(3,276.2)	(6,151.4)
Proceeds from exercise of employee stock options and employee stock purchase plan		126.5	121.2	784.5
Excess tax benefits from share-based compensation		9.6	16.0	153.3
Net cash used in financing activities		(3,402.8)	(3,735.6)	(3,409.9)
Effect of foreign exchange rates on cash and cash equivalents		(6.7)	–	–
Change in cash and cash equivalents		2,632.2	(584.0)	165.8
Cash and cash equivalents at beginning of year		2,183.9	2,767.9	2,602.1
Cash and cash equivalents at end of year		\$ 4,816.1	\$ 2,183.9	\$ 2,767.9

The information presented above should be read in conjunction with the audited financial statements and accompanying notes included in WellPoint's 2009 Annual Report on Form 10-K.

BOARD OF DIRECTORS

Angela F. Braly ●

Chair of the Board,
President and
Chief Executive Officer

Lenox D. Baker, Jr., M.D. ❖

President,
Mid-Atlantic Cardiothoracic
Surgeons, Ltd.

Susan B. Bayh ❖

Attorney at Law

Sheila P. Burke ■

Senior Research Faculty,
John F. Kennedy School
of Government,
Harvard University

William H.T. Bush ◆ ● ❖

Chairman,
Bush O'Donnell & Co., Inc.

Julie A. Hill ■ ❖

Owner of the Hill Company

Warren Y. Jobe ▲

Former Senior Vice President,
Southern Company

Victor S. Liss ▲

Vice Chairman,
Trans-Lux Corporation

William G. Mays ▲

President and
Chief Executive Officer,
Mays Chemical Company

Ramiro G. Peru ▲

Former Executive
Vice President,
Chief Financial Officer,
Phelps Dodge Corporation

Jane G. Pisano, Ph.D. ◆ ❖

President, Director,
The Natural History Museum
of Los Angeles County

Sen. Donald W. Riegle, Jr. ◆ ■

Chairman,
APCO Worldwide –
Government Affairs

William J. Ryan ◆ ●

Chairman,
TD Banknorth Inc.

George A. Schaefer, Jr. ▲ ●

Former Chairman, CEO,
Fifth Third Bancorp

Jackie M. Ward ◆ ● ■

Retired CEO,
Computer Generation
Incorporated

John E. Zuccotti ■

Chairman,
Brookfield Financial Properties
and of counsel,
Weil Gotshal & Manges LLP

EXECUTIVE LEADERSHIP TEAM

Angela F. Braly

Chair of the Board,
President and
Chief Executive Officer

Lori Beer

Executive Vice President,
Chief Information Officer

Randy L. Brown

Executive Vice President,
Chief Human
Resources Officer

John Cannon

Executive Vice President,
General Counsel and
Corporate Secretary

Wayne S. DeVeydt

Executive Vice President,
Chief Financial Officer

Bradley M. Fluegel

Executive Vice President,
Chief Strategy and
External Affairs Officer

Ken Goulet

Executive Vice President
President and CEO,
Commercial Business

Dijuana K. Lewis

Executive Vice President,
President and CEO,
Comprehensive Health
Solutions Business Unit

Cynthia S. Miller

Executive Vice President,
Chief Actuary

Samuel R. Nussbaum, M.D.

Executive Vice President,
Clinical Health Policy and
Chief Medical Officer

Brian A. Sassi

Executive Vice President,
President and CEO,
Consumer Business

- ▲ Audit Committee
- ◆ Compensation Committee
- Executive Committee
- Governance Committee
- ❖ Planning Committee

Blue symbol indicates committee chair

SHAREHOLDER INFORMATION

Corporate Headquarters

WellPoint, Inc.
120 Monument Circle
Indianapolis, IN 46204-4903
www.wellpoint.com

Account Questions

Our transfer agent, Computershare, can help you with a variety of shareholder-related services, including:

- Change of address
- Transfer of stock to another person
- Lost stock certificates
- Additional administrative services

Please include your name, address and telephone number with all correspondence, and specify the most convenient time to contact you.

You can call Computershare toll-free at: (866) 299-9628 Monday through Friday, excluding holidays, from 9 a.m. to 5 p.m. Eastern Time.

Written correspondence can be sent to: WellPoint Shareholder Services c/o Computershare Trust Company, N.A. P.O. Box 43037 Providence, Rhode Island 02940-3037 E-mail: wellpointinc@computershare.com

Online Materials

WellPoint is committed to sustainability practices that reduce its carbon footprint. Please visit www.wellpoint.com under the "Investor Info" tab for SEC filings, financial press releases, stock performance and details about upcoming events.

You can also sign up to receive e-mail alerts whenever new information is posted and browse the site to download reports electronically. An electronic version of this report is also available www.wellpoint.com/annualreport/2009.

Investor and Shareholder Information

Shareholders may receive, without charge, a copy of WellPoint, Inc.'s Annual Report on Form 10-K, including consolidated financial statements, as filed with the Securities and Exchange Commission (which is WellPoint, Inc.'s Annual Report to Shareholders). WellPoint's Annual Report and other information are also available on WellPoint's Investor Relations Web site at www.wellpoint.com. To request an Annual Report or additional information, please choose from one of the following:

Institutional Investors

WellPoint, Inc.
Investor Relations Department
120 Monument Circle
Indianapolis, Indiana 46204-4903
(317) 488-6390
E-mail: michael.kleinman@wellpoint.com

Individual Shareholders

WellPoint, Inc.
Shareholder Services Department
120 Monument Circle
Indianapolis, Indiana 46204-4903
(800) 985-0999 (toll free)
E-mail: shareholder.services@wellpoint.com

Annual Meeting

The 2010 annual meeting of shareholders of WellPoint, Inc. will be held at 8:00 a.m. Eastern Daylight Time on Tuesday, May 18, 2010, at the Hilton Hotel at 120 West Market Street, Indianapolis, Indiana.

Market Price of Common Stock

WellPoint's common stock, par value \$0.01 per share, is listed on the New York Stock Exchange (NYSE) under the symbol "WLP." On February 10, 2010, the closing price on the NYSE was \$60.01. As of February 10, 2010, there were 108,208 shareholders of record of the common stock. The following table presents high and low sales prices for the common stock on the NYSE for the periods indicated.

	High	Low
09		
First Quarter	\$46.49	\$29.32
Second Quarter	52.00	36.41
Third Quarter	55.73	46.96
Fourth Quarter	60.89	44.04
08		
First Quarter	\$90.00	\$43.02
Second Quarter	57.06	44.30
Third Quarter	57.86	43.18
Fourth Quarter	48.13	27.50

Dividends

WellPoint, Inc. has not to date paid cash dividends on common stock. The declaration and payment of future dividends will be at the discretion of the Board of Directors.

About WellPoint, Inc. WellPoint works to simplify the connection between Health, Care and Value. We help to improve the health of our communities, deliver better care to members, and provide greater value to our customers and shareholders. WellPoint is the nation's largest health benefits company, with more than 33 million members in its affiliated health plans. As an independent licensee of the Blue Cross and Blue Shield Association, WellPoint serves members as the Blue Cross licensee for California; the Blue Cross and Blue Shield licensee for Colorado, Connecticut, Georgia, Indiana, Kentucky, Maine, Missouri (excluding 30 counties in the Kansas City area), Nevada, New Hampshire, New York (as the Blue Cross Blue Shield licensee in 10 New York City metropolitan and surrounding counties and as the Blue Cross or Blue Cross Blue Shield licensee in selected upstate counties only), Ohio, Virginia (excluding the Northern Virginia suburbs of Washington, D.C.), Wisconsin; and through UniCare. Additional information about WellPoint is available at www.wellpoint.com.

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