

WELLPOINT, INC  
Form FWP  
August 09, 2010

**Issuer Free Writing Prospectus**

**Filed Pursuant to Rule 433**

**Registration Statement No. 333-156098**

**WELLPOINT, INC.**

**FINAL TERM SHEET**

Dated August 9, 2010

Issuer:	WellPoint, Inc.
Size:	\$700 million aggregate principal amount of 4.350% Notes due 2020
	\$300 million aggregate principal amount of 5.800% Notes due 2040
Maturity:	August 15, 2020 for the 2020 Notes
	August 15, 2040 for the 2040 Notes
Coupon (Interest Rate):	4.350% for the 2020 Notes
	5.800% for the 2040 Notes
Yield to Maturity:	4.368% for the 2020 Notes
	5.879% for the 2040 Notes
Spread to Benchmark Treasury:	Treasury + 1.550% for the 2020 Notes
	Treasury + 1.875% for the 2040 Notes
Benchmark Treasury:	3.500% due 5/15/20 for the 2020 Notes
	4.625% due 2/15/40 for the 2040 Notes
Benchmark Treasury Yield:	2.818% for the 2020 Notes

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Interest Payment Dates: 4.004% for the 2040 Notes  
February 15 and August 15 to record holders on the next preceding February 1 and August 1

First Coupon: February 15, 2011

Redemption Provision: Treasury Rate + 0.25% for the 2020 Notes

Price to Public: Treasury Rate + 0.30% for the 2040 Notes  
99.855% for the 2020 Notes

98.892% for the 2040 Notes

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Gross Proceeds to Issuer (before expenses)	\$698,985,000 for the 2020 Notes
	\$296,676,000 for the 2040 Notes
Net proceeds to Issuer (before expenses)	\$694,435,000 for the 2020 Notes
	\$294,051,000 for the 2040 Notes
Trade Date	August 9, 2010
Settlement Date:	August 12, 2010
Day Count:	30/360
CUSIP/ISINs:	94973V AS6 / US94973VAS60 (2020 Notes)
	94973V AT4 / US94973VAT44 (2040 Notes)
Joint Book-Running Managers:	Goldman, Sachs & Co.
	UBS Securities LLC
	Deutsche Bank Securities Inc.

Morgan Stanley & Co. Incorporated

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer or any underwriter participating in the offering will arrange to send you the prospectus, which, in the case of the issuer, you may request the prospectus by calling Corporate Secretary, (317) 488-6000 or emailing [shareholder.services@wellpoint.com](mailto:shareholder.services@wellpoint.com) at WellPoint, Inc. In the case of Goldman, Sachs & Co., you may request the prospectus by calling (866) 471-2526, and in the case of UBS Securities LLC, you may request the prospectus by calling (877) 827-6444, ext. 561 3884.**