

Return of Organization Exempt From Income Tax

2012

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2012 calendar year, or tax year beginning , 2012, and ending , 20

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization KAISER FOUNDATION HEALTH PLAN, INC		D Employer identification number 94-1340523
	Doing Business As		E Telephone number (510) 271-6611
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	G Gross receipts \$ 75534372412.
	ONE KAISER PLAZA, SUITE 15L OAKLAND, CA 94612		
F Name and address of principal officer: GEORGE C. HALVORSON ONE KAISER PLAZA, SUITE 15L OAKLAND, CA 94612			H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		J Website: N/A	
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other		L Year of formation: 1955 M State of legal domicile: CA	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO PROVIDE HIGH-QUALITY, AFFORDABLE HEALTH CARE SERVICES TO IMPROVE THE HEALTH OF OUR MEMBERS AND THE COMMUNITIES WE SERVE	
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.	
	3 Number of voting members of the governing body (Part VI, line 1a)	15.
	4 Number of independent voting members of the governing body (Part VI, line 1b)	12.
Revenue	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	22,362.
	6 Total number of volunteers (estimate if necessary)	3,556.
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	8,618,205.
	7b Net unrelated business taxable income from Form 990-T, line 34	3,946,899.
	8 Contributions and grants (Part VIII, line 1h)	Prior Year: 17,184,782. Current Year: 8,627,449.
	9 Program service revenue (Part VIII, line 2g)	37463542757. 39942590133.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	295,638,801. 185,291,370.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	9,645,374. 12,049,302.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	37786011714. 40148558254.
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)
14 Benefits paid to or for members (Part IX, column (A), line 4)		0. 0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		2,607,063,471. 2,750,563,970.
16a Professional fundraising fees (Part IX, column (A), line 11e)		0. 0
16b Total fundraising expenses (Part IX, column (D), line 25)		0.
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)		34427611278. 36817189153.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		37041211778. 39582829686.
19 Revenue less expenses. Subtract line 18 from line 12		744,799,936. 565,728,568.
Net Assets or Fund Balances		20 Total assets (Part X, line 16)
	21 Total liabilities (Part X, line 26)	13500994135. 14752992764.
	22 Net assets or fund balances. Subtract line 21 from line 20.	1,834,865,220. 1,580,092,871.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer: <i>Deborah Stokes</i>	Date: 11-4-2013			
	DEBORAH STOKES Type or print name and title	SVP, CC & CAO			
Paid Preparer Use Only	Print/Type preparer's name: ROBERT W. FRIZ	Preparer's signature: <i>Robert W. Friz</i>	Date: 10/2/13	Check if self-employed: <input type="checkbox"/>	PTIN: P00438748
	Firm's name: PRICEWATERHOUSECOOPERS	EIN: 13-4008324		Phone no.: 267-330-3000	
	Firm's address: 2001 MARKET ST., SUITE 1700 PHILADELPHIA, PA 19103				

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

For Paperwork Reduction Act Notice, see the separate instructions. Form 990 (2012)

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) CHRISTINE K CASSEL DIRECTOR	3.50 7.50	X					203,500.	0	0	
(2) THOMAS W CHAPMAN DIRECTOR	3.50 9.50	X					214,108.	0	17,000.	
(3) DANIEL P GARCIA SVP, CHIEF COMPLIANCE OFFICER	20.00 30.00	X		X			1,424,272.	0	83,764.	
(4) WILLIAM R GRABER DIRECTOR	2.25 5.25	X					240,823.	0	0	
(5) J. EUGENE GRIGSBY III DIRECTOR	2.50 6.00	X					221,000.	0	0	
(6) GEORGE C HALVORSON CHAIRMAN AND CEO	13.00 37.00	X		X			9,800,351.	0	86,158.	
(7) JUDITH JOHANSEN DIRECTOR	2.30 4.00	X					207,146.	0	0	
(8) KIM J KAISER DIRECTOR	3.25 5.25	X					228,500.	0	0	
(9) PHILIP MARINEAU DIRECTOR	2.30 4.62	X					225,618.	0	0	
(10) JENNY J MING DIRECTOR	2.00 3.10	X					214,323.	0	0	
(11) EDWARD Y.W. PEI DIRECTOR	3.00 5.00	X					206,641.	0	17,000.	
(12) MARGARET E PORFIDO DIRECTOR	3.50 6.00	X					237,779.	0	0	
(13) J. NEAL PURCELL DIRECTOR	3.00 6.00	X					237,464.	14,000.	0	
(14) CYNTHIA TELLES DIRECTOR	2.30 4.80	X					217,217.	9,500.	0	

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
15) BERNARD J TYSON PRESIDENT & COO	12.00 38.00	X		X				4,087,093.	0	624,945.
16) GREGORY A ADAMS GROUP/REGIONAL PRESIDENT- NCAL	22.00 28.00			X				1,910,063.	0	311,061.
17) ANTHONY A BARRUETA SVP, GOVERNMENT RELATIONS	25.00 25.00			X				790,125.	0	154,490.
18) RAYMOND J BAXTER SVP, CB, RESEARCH & HLTH POLICY	25.00 25.00			X				1,476,491.	0	80,153.
19) BENJAMIN K CHU GROUP/REGIONAL PRESIDENT- SCAL	25.00 25.00			X				1,712,082.	0	324,333.
20) CHARLES E COLUMBUS SVP, CHIEF HR OFFICER	25.00 25.00			X				1,049,396.	0	245,574.
21) STEVEN DOSHAY SENIOR COUNSEL	22.00 28.00			X				265,251.	0	58,139.
22) PHILIP FASANO EVP & CIO	25.00 25.00			X				3,007,519.	0	354,805.
23) JERRY C FLEMING SVP, HEALTH REFORM IMPLEMENT.	30.00 20.00			X				961,141.	0	136,344.
24) DIANE E GAGE LOFGREN SVP, BRAND MGMT & COMM.	25.00 25.00			X				998,363.	0	178,967.
25) SANDRA A GOLZE VP, REGIONAL COUNSEL - NCAL	25.00 25.00			X				436,676.	0	101,440.
1b Sub-total								13,878,742.	23,500.	203,922.
c Total from continuation sheets to Part VII, Section A								51,558,230.	0	8,022,408.
d Total (add lines 1b and 1c)								65,436,972.	23,500.	8,226,330.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **6464**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	X	
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 4		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **1,364**