

BENNETT ALAN M
Form 4
February 23, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BENNETT ALAN M

(Last) (First) (Middle)

151 FARMINGTON AVENUE

(Street)

HARTFORD, CT 06156

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AETNA INC /PA/ [AET]

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
__X__ Officer (give title below) ___ Other (specify below)

Senior Vice President & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock ⁽¹⁾ | 02/21/2006 | | M | | 93,334 | A | \$ 10.47 |
| Common Stock | 02/21/2006 | | S ⁽²⁾ | | 15,500 | D | \$ 50 |
| Common Stock | 02/21/2006 | | S ⁽²⁾ | | 2,000 | D | \$ 50.05 |
| Common Stock | 02/21/2006 | | S ⁽²⁾ | | 20,000 | D | \$ 50.1 |
| Common Stock | 02/21/2006 | | S ⁽²⁾ | | 3,200 | D | \$ 50.13 |

Edgar Filing: BENNETT ALAN M - Form 4

| | | | | | | | | |
|--------------|------------|------------------|--------|---|----------|---------------------------|---|----------------|
| Common Stock | 02/21/2006 | S ⁽²⁾ | 9,334 | D | \$ 50.15 | 0 | D | |
| Common Stock | 02/21/2006 | S ⁽²⁾ | 300 | D | \$ 50.16 | 0 | D | |
| Common Stock | 02/21/2006 | S ⁽²⁾ | 500 | D | \$ 50.17 | 0 | D | |
| Common Stock | 02/21/2006 | S ⁽²⁾ | 500 | D | \$ 50.19 | 0 | D | |
| Common Stock | 02/21/2006 | S ⁽²⁾ | 10,000 | D | \$ 50.2 | 0 | D | |
| Common Stock | 02/21/2006 | S ⁽²⁾ | 600 | D | \$ 50.21 | 0 | D | |
| Common Stock | 02/21/2006 | S ⁽²⁾ | 1,900 | D | \$ 50.22 | 0 | D | |
| Common Stock | 02/21/2006 | S ⁽²⁾ | 600 | D | \$ 50.23 | 0 | D | |
| Common Stock | 02/21/2006 | S ⁽²⁾ | 3,600 | D | \$ 50.24 | 0 | D | |
| Common Stock | 02/21/2006 | S ⁽²⁾ | 14,900 | D | \$ 50.25 | 0 | D | |
| Common Stock | 02/21/2006 | S ⁽²⁾ | 300 | D | \$ 50.27 | 0 | D | |
| Common Stock | 02/21/2006 | S ⁽²⁾ | 100 | D | \$ 50.29 | 0 | D | |
| Common Stock | 02/21/2006 | S ⁽²⁾ | 7,500 | D | \$ 50.3 | 0 | D | |
| Common Stock | 02/21/2006 | S ⁽²⁾ | 2,500 | D | \$ 50.32 | 51,968 ⁽¹⁾ | D | |
| Common Stock | | | | | | 5,354.9277 ⁽³⁾ | I | By 401(k) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

Edgar Filing: BENNETT ALAN M - Form 4

| Derivative Security | | | or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--|----------|------------|--|-----------|---------------------|--------------------|-----------------|-------------------------------------|
| | | | Code | V (A) (D) | | | | |
| Employee Stock Option ⁽¹⁾ | \$ 10.47 | 02/21/2006 | M | 93,334 | 02/27/2004 | 02/27/2013 | Common Stock | 93,334 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BENNETT ALAN M 151 FARMINGTON AVENUE HARTFORD, CT 06156 | | | Senior Vice President & CFO | |

Signatures

Alan M. Bennett by Paige L. Falasco,
Attorney-in-Fact

02/23/2006

 Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On February 17, 2006, Aetna Inc.'s Common Stock was split 2-for-1, resulting in the reporting person's acquisition of additional options and shares of Common Stock.

(2) The sale reported was effected pursuant to a 10b5-1 trading plan adopted by the reporting person on November 18, 2005.

(3) Represents pro rata share of the stock portion of Aetna Common Stock Fund held by reporting person on January 31, 2006 pursuant to Aetna 401(k) Plan. The information is based on information provided by the Plan Trustee as of that date. (Figure shown has not been adjusted to reflect Aetna's February 17, 2006 2-for-1 stock split.)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.