Edgar Filing: GRAVES EARL G SR - Form 4

GRAVES EAR	L G SR								
Form 4									
May 01, 2007	-							PROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB OMB Number:	3235-0287	
if no longer subject to Section 16. Form 4 or Form 5 obligations may continu	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. 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 20(b) of the Investment Company Act of 1940					Expires:January 31Expires:2005Estimated averageburden hours perresponse0.5			
See Instructi 1(b).	on	so(ii) of the inve	sument et	Shipuny		0			
(Print or Type Res	ponses)								
GRAVES EARL G SR Symbol			suer Name and Ticker or Trading ol 'NA INC /PA/ [AET]			5. Relationship of Reporting Person(s) to Issuer			
(Last) EARL G. GRA	(Month/Day	3. Date of Earliest Transaction (Month/Day/Year) 04/27/2007			(Check all applicable) Director 10% Owner Officer (give title Other (specify				
FIFTH AVEN						below)	below)		
	(Street)	ment, Date Original Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NEW YORK,	NY 10011					Form filed by M Person			
(City)	(State) (Zij	⁽⁾⁾ Table I	- Non-Deri	ivative Se	curities Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
COMMON SHARES						2,000	D		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day,			curities
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
PHANTOM STOCK UNITS <u>(1)</u>	(2)	04/27/2007		А	1,071	<u>(1)</u>	(1)	COMMON STOCK	1,071

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
GRAVES EARL G SR EARL G. GRAVES, LTD. 130 FIFTH AVENUE NEW YORK, NY 10011	Х					
Signatures						

EARL G. GRAVES, BY Judith Jones, ATTORNEY IN FACT

**Signature of Reporting Person

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).

UNITS GRANTED UNDER THE AETNA INC. NON-EMPLOYEE DIRECTOR COMPENSATION PLAN (THE "PLAN"). SUBJECT (1) TO TERMS OF PLAN, UNITS MAY BE SETTLED IN AETNA COMMON STOCK, IN CASH OR A COMBINATION OF BOTH UPON REPORTING PERSON'S RETIREMENT.

(2) UNITS CONVERT TO COMMON STOCK ON A ONE FOR ONE BASIS

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.

05/01/2007

Date