**AETNA INC /PA/** Form 4 September 02, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HANCOCK ELLEN M			2. Issuer Name <b>and</b> Ticker or Trading Symbol AETNA INC /PA/ [AET]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (First) (Middle		(Middle)	3. Date of Earliest Transaction	(Sheen an applicable)		
P.O. BOX 169			(Month/Day/Year) 08/31/2009	X Director 10% Owner Officer (give title below) Other (specify below)		
(Street) RIDGEFIELD, CT 06877			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Z	Zip) Table	I - Non-l	De	rivative S	Securi	ties Acqu	ired, Disposed o	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	tioi	4. Securin(A) or Di (Instr. 3,	spose 4 and (A) or	d of (D) 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)
COMMON STOCK	08/31/2009		Code \	•	Amount 2,565	(D)	Price \$ 10.53	0	D	
COMMON STOCK	08/31/2009		M		1,990	A	\$ 8.945	0	D	
COMMON STOCK	08/31/2009		F <u>(1)</u>		1,573	D	\$ 28.5	0	D	
COMMON STOCK	09/01/2009		G(2) \	V	2,473	D	\$ 0	0	D	
COMMON STOCK	09/02/2009		G(2) \	V	474	D	\$ 0	8,035	D	
								400	I	

COMMON STOCK Held by Spouse and Stepdaughter

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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number out of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. I Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Director Stock Option	\$ 8.945	08/31/2009		M	1,990	(3)	01/25/2012	Common Stock	1,990	\$
Director Stock Option	\$ 10.53	08/31/2009		M	2,565	<u>(4)</u>	02/28/2013	Common Stock	2,565	\$

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
HANCOCK ELLEN M P.O. BOX 169 RIDGEFIELD, CT 06877	X							

# **Signatures**

ELLEN M. HANCOCK, by Melinda Westbrook, Attorney in Fact 09/02/2009

\*\*Signature of Reporting Person Date

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#### **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) Payment of exercise price by delivering previously owned shares in connection with the exercise of stock options; transaction exempt under Rule 16b-3.
- (2) Gifts to charitable organizations.
- (3) Previously reported options granted under the Non-Employee Director Compensation Plan, exercisable in three annual installments beginning January 25, 2003.
- (4) Previously reported options granted under the Non-Employee Director Compensation Plan, exercisable in three annual installments beginning February 28, 2004.
- (5) These options have been adjusted to reflect the Company's stock splits on March 11, 2005 and February 17, 2006.

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.