

McCarthy Margaret M
Form 4
November 28, 2018

FORM 4

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

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
McCarthy Margaret M

(Last) (First) (Middle)

AETNA INC., 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)

11/28/2018

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 ____ Other (specify
below) below)

EVP, Operations & Technology

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)
Common Stock	11/28/2018		D	38,920	D 11 0	D	
Common Stock	11/28/2018		D	1,986.5035	D 11 0	I	By 401(K) Plan (2)

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

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information contained in this form are not
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SEC 1474
(9-02)

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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. Transaction Code (Instr. 8)	5. Number 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 Security (Instr. 3 and 4)	8. Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Rights	\$ 72.26	11/28/2018		D	50,296	(3)	(3)	Common Stock
Stock Appreciation Rights	\$ 100.5	11/28/2018		D	59,513	(4)	(4)	Common Stock
Stock Appreciation Rights	\$ 103.45	11/28/2018		D	56,727	(5)	(5)	Common Stock
Stock Appreciation Rights	\$ 125.27	11/28/2018		D	54,897	(6)	(6)	Common Stock
Performance Stock Units	(7)	11/28/2018		D	16,240	(7)	(7)	Common Stock
Performance Stock Units	(8)	11/28/2018		D	6,826	(8)	(8)	Common Stock
Restricted Stock Units	(9)	11/28/2018		D	16,054	(9)	(9)	Common Stock
Deferred Stock Units	(10)	11/28/2018		D	44,840.0906	(10)	(10)	Common Stock 44

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
McCarthy Margaret M AETNA INC. 151 FARMINGTON AVENUE HARTFORD, CT 06156	EVP, Operations & Technology

Signatures

/s/ Margaret M. McCarthy by William C. Baskin III,
Attorney-in-Fact

11/28/2018

__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) Converted pursuant to the merger agreement (the "Merger Agreement") between CVS Health Corporation ("CVS Health") and Aetna Inc. ("Aetna") into \$145 in cash and 0.8378 shares of CVS Health Common Stock for each share of Aetna Common Stock.
- (2) Represents the pro rata portion of the stock portion of the Aetna Common Stock Fund held by Reporting Person on October 31, 2018 pursuant to the Aetna Inc. 401(k) Plan. The information is based on information provided by the Plan Trustee as of that date.
Represents Stock Appreciation Rights ("SARs") granted under the Aetna Inc. 2010 Stock Incentive Plan (the "Plan") on March 3, 2014. These SARs were canceled pursuant to the terms of the Merger Agreement in exchange for an amount in cash for each SAR equal to (a) \$145 plus (b) 0.8378 multiplied by the average of the volume weighted averages of the trading prices of CVS Health Common Stock on each of the five consecutive trading days ending on the trading day two trading days prior to the closing date, less (c) the exercise price (the "SAR Amount").
- (3) Represents SARs granted under the Plan on March 2, 2015. These SARs were canceled pursuant to the terms of the Merger Agreement in exchange for an amount in cash for each SAR equal to the SAR Amount.
Represents SARs granted under the Plan on February 19, 2016, of which 66.7% had vested. Each vested SAR was canceled pursuant to the terms of the Merger Agreement in exchange for an amount in cash equal to the SAR Amount. Each unvested SAR was converted to a CVS Health SAR pursuant to the terms of the Merger Agreement.
- (4) Represents SARs granted under the Plan on February 17, 2017, of which 33.3% had vested. Each vested SAR was canceled pursuant to the terms of the Merger Agreement in exchange for an amount in cash equal to the SAR Amount. Each unvested SAR was converted to a CVS Health SAR pursuant to the terms of the Merger Agreement.
- (5) Represents Performance Stock Units ("PSUs") earned at a specified level in conjunction with the change in control of Aetna and pursuant to the terms of the relevant PSU award agreement. The PSUs were originally granted under the Plan on February 19, 2016. These PSUs were converted to time-vesting CVS Health Restricted Stock Units ("RSUs") pursuant to the terms of the Merger Agreement.
- (6) PSUs earned at a specified level in conjunction with the change in control of Aetna and pursuant to the terms of the relevant PSU award agreement. The PSUs were originally granted under the Plan on February 17, 2017. These PSUs were converted to time-vesting CVS Health RSUs pursuant to the terms of the Merger Agreement.
- (7) RSUs granted under the Plan on March 2, 2018. These RSUs were converted to CVS Health RSUs pursuant to the terms of the Merger Agreement.
- (8) Represents Deferred Stock Units ("DSUs") previously reported and accrued pursuant to the Plan. These DSUs were canceled for an amount in cash for each DSU equal to (a) \$145 plus (b) 0.8378 multiplied by the average of the volume weighted averages of the trading prices of CVS Health Common Stock on each of the five consecutive trading days ending on the trading day two trading days prior to the closing date.
- (9) Represents Deferred Stock Units ("DSUs") previously reported and accrued pursuant to the Plan. These DSUs were canceled for an amount in cash for each DSU equal to (a) \$145 plus (b) 0.8378 multiplied by the average of the volume weighted averages of the trading prices of CVS Health Common Stock on each of the five consecutive trading days ending on the trading day two trading days prior to the closing date.
- (10) Represents Deferred Stock Units ("DSUs") previously reported and accrued pursuant to the Plan. These DSUs were canceled for an amount in cash for each DSU equal to (a) \$145 plus (b) 0.8378 multiplied by the average of the volume weighted averages of the trading prices of CVS Health Common Stock on each of the five consecutive trading days ending on the trading day two trading days prior to the closing date.

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

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