

HARRINGTON RICHARD J
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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(Print or Type Responses)

1. Name and Address of Reporting Person *
HARRINGTON RICHARD J

(Last) (First) (Middle)

C/O 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
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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	11/07/2018		G	V	9,303	D	\$ 0 0
						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
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SEC 1474
(9-02)

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. 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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Phantom Stock Units	(1)	11/28/2018		D	13,075.9377	(1) (1)	Common Stock 13,07
Phantom Stock Units	(2)	11/28/2018		D	6,000	(2) (2)	Common Stock 6,
Restricted Stock Units	(3)	11/28/2018		D	990	(3) (3)	Common Stock 9
Deferred Restricted Stock Units	(4)	11/28/2018		D	20,829.1386	(4) (4)	Common Stock 20,82

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARRINGTON RICHARD J C/O AETNA INC. 151 FARMINGTON AVENUE HARTFORD, CT 06156	X			

Signatures

RICHARD J. HARRINGTON, by Edward C. Lee,
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) Units accrued under the Non-Employee Director Compensation Plan (the "Plan") pursuant to deferral of Director Fees. These Units were canceled pursuant to the terms of the Plan in exchange for an amount (the "Unit Amount") in cash for each Unit equal to the closing price of Aetna Common Stock on the last trading day prior to the closing date under the merger agreement (the "Merger Agreement") between CVS Health Corporation and Aetna Inc. ("Aetna").
- (2) Previously reported Units granted under the Plan. These Units were canceled pursuant to the terms of the Plan in exchange for an amount in cash for each Unit equal to the Unit Amount.
- (3) Previously reported Restricted Stock Units granted under the Plan on May 18, 2018. These Restricted Stock Units were canceled pursuant to the terms of the Plan in exchange for an amount in cash for each Restricted Stock Unit equal to the closing price of Aetna Common

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Stock on the closing date under the Merger Agreement.

Deferred Restricted Stock Units accrued under the Plan pursuant to the deferral of Restricted Stock Unit grants. These Deferred

- (4) Restricted Stock Units were canceled pursuant to the terms of the Plan in exchange for an amount in cash for each Deferred Restricted Stock Unit equal to the closing price of Aetna Common Stock on the closing date under the Merger Agreement.

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.