

AETNA INC /PA/
Form 4
March 26, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
Zubretsky Joseph 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)
03/24/2015

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)
Senior Executive Vice Pres

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/24/2015 | | M | 207,101 | A \$ 32.11 | 674,188 | D |
| Common Stock | 03/24/2015 | | F | 132,158 (1) | D \$ 108.74 | 542,030 | D |
| Common Stock | 03/25/2015 | | M | 288,626 | A \$ 44.22 | 830,656 | D |
| Common Stock | 03/25/2015 | | F | 201,503 (1) | D \$ 107.29 | 629,153 | D |
| Common Stock | 03/25/2015 | | S | 61,979 | D \$ 107.6049 (2) | 567,174 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|--------------------|---------|---|
| Common Stock | 03/25/2015 | S | 12,964 | D | \$ 109.0354 (3) | 554,210 | D |
| Common Stock | 03/26/2015 | S | 73,800 | D | \$ 106.15 (4) | 480,410 | D |
| Common Stock | 03/26/2015 | S | 13,323 | D | \$ 106.67 (5) | 467,087 | D |

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

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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)

| 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am Nur Sha |
| Stock Appreciation Rights | \$ 32.11 | 03/24/2015 | | M | 207,101 | 02/13/2010 | 02/13/2019 | Common Stock | 20 |
| Stock Appreciation Rights | \$ 44.22 | 03/25/2015 | | M | 288,626 | 02/28/2009 | 02/28/2017 | Common Stock | 28 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Zubretsky Joseph M AETNA INC. 151 FARMINGTON AVENUE HARTFORD, CT 06156 | | | Senior Executive Vice Pres | |

Signatures

Joseph M. Zubretsky by Judith H. Jones, Attorney
-in-fact

03/26/2015

__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) Stock Appreciation Right is net settled; amount represents withholding of shares by the Company to pay exercise price and taxes.
- (2) The price reported is average weighted share price. These shares were sold in multiple transactions at prices ranging from \$107.25 to \$108.22, inclusive.
- (3) The price reported is average weighted share price. These shares were sold in multiple transactions at prices ranging from \$109.00 to \$109.13, inclusive.
- (4) The price reported is average weighted share price. These shares were sold in multiple transactions at prices ranging from \$105.51 to \$106.50, inclusive.
- (5) The price reported is average weighted share price. These shares were sold in multiple transactions at prices ranging from \$106.51 to \$107.07, inclusive.

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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