

AETNA INC /PA/
Form 4
February 12, 2008

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
burden hours per
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(Print or Type Responses)

1. Name and Address of Reporting Person *

HACKMAN FRANKLIN
BARBARA

(Last) (First) (Middle)

THE WATERGATE OFFICE
BUILDING, 2600 VIRGINIA
AVENUE, N.W. SUITE 506

(Street)

WASHINGTON, DC 20037

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol
AETNA INC /PA/ [AET]

3. Date of Earliest Transaction

(Month/Day/Year)

02/11/2008

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
COMMON STOCK	02/11/2008		M		520	A	<u>1</u> 0
COMMON STOCK	02/11/2008		M		334	A	<u>1</u> 0
COMMON STOCK	02/11/2008		M		464	A	<u>1</u> 21,092.756 (5)

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**

SEC 1474
(9-02)

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)	8. Pr Deri Secu (Instr		
				Code	V	(A)	(D)			
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	02/11/2008		M		520	<u>(2)</u>	<u>(2)</u>	COMMON STOCK	520
Restricted Stock Units	<u>(1)</u>	02/11/2008		M		334	<u>(3)</u>	<u>(3)</u>	COMMON STOCK	334
Restricted Stock Units	<u>(1)</u>	02/11/2008		M		464	<u>(4)</u>	<u>(4)</u>	COMMON STOCK	464

Reporting Owner Name / Address

Director	10% Owner	Officer	Other
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HACKMAN FRANKLIN BARBARA
THE WATERGATE OFFICE BUILDING
2600 VIRGINIA AVENUE, N.W. SUITE 506
WASHINGTON, DC 20037

X

BARBARA HACKMAN FRANKLIN, BY MELINDA WESTBROOK, ATTORNEY IN
FACT

02/12/2008

****Signature of Reporting Person**

Date _____

* 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) RESTRICTED STOCK UNITS ARE CONVERTIBLE INTO COMMON STOCK ON A ONE-FOR-ONE BASIS.

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- (2) RESTRICTED STOCK UNITS GRANTED UNDER THE AETNA INC. NONEMPLOYEE DIRECTOR COMPENSATION PLAN (THE "PLAN"). UNITS VEST IN THREE EQUAL ANNUAL INSTALLMENTS BEGINNING FEBRUARY 11, 2006.
- (3) RESTRICTED STOCK UNITS GRANTED UNDER THE PLAN. UNITS VEST IN THREE ANNUAL INSTALLMENTS BEGINNING FEBRUARY 10, 2007 (336 UNITS), FEBRUARY 10, 2008 (334 UNITS) AND FEBRUARY 10, 2009 (334 UNITS).
- (4) RESTRICTED STOCK UNITS GRANTED UNDER THE PLAN. UNITS VEST IN THREE ANNUAL INSTALLMENTS BEGINNING FEBRUARY 9, 2008 (464 UNITS), FEBRUARY 9, 2009 (463 UNITS) AND FEBRUARY 9, 2010 (464 UNITS).
- (5) INCLUDES 14.218257 SHARES ACQUIRED ON NOVEMBER 30, 2007 PURSUANT TO DIVIDEND REINVESTMENT PROGRAM.

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.