

AETNA INC /PA/
Form 4
February 11, 2009

FORM 4

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

OMB APPROVAL

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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 *
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)
02/09/2009

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| COMMON STOCK | 02/09/2009 | | M | A | 463 | 0 | D |
| COMMON STOCK | 02/10/2009 | | M | A | 334 | 21,927.5729 | 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)

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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 Securities (Instr. 3 and 4) | 8. Pr Deri Secu (Inst | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |
| Restricted Stock Units | <u>(1)</u> | 02/09/2009 | | M | 463 | <u>(3)</u> | <u>(3)</u> | COMMON STOCK | 463 |
| Restricted Stock Units | <u>(1)</u> | 02/10/2009 | | M | 334 | <u>(4)</u> | <u>(4)</u> | COMMON STOCK | 334 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HACKMAN FRANKLIN BARBARA THE WATERGATE OFFICE BUILDING 2600 VIRGINIA AVENUE, N.W. SUITE 506 WASHINGTON, DC 20037 | X | | | |

Signatures

BARBARA HACKMAN FRANKLIN, BY MELINDA WESTBROOK, ATTORNEY IN FACT 02/11/2009

**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) RESTRICTED STOCK UNITS ARE CONVERTIBLE INTO COMMON STOCK ON A ONE-FOR-ONE BASIS.
- (2) INCLUDES 37.816897 SHARES ACQUIRED ON NOVEMBER 28, 2008 PURSUANT TO DIVIDEND REINVESTMENT PROGRAM.
RESTRICTED STOCK UNITS GRANTED UNDER THE AETNA INC. NONEMPLOYEE DIRECTOR COMPENSATION PLAN
- (3) (THE "PLAN"). UNITS VEST IN THREE ANNUAL INSTALLMENTS ON FEBRUARY 9, 2008 (464 UNITS), FEBRUARY 9, 2009 (463 UNITS) AND FEBRUARY 9, 2010 (464 UNITS).
- (4)

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RESTRICTED STOCK UNITS GRANTED UNDER THE PLAN. UNITS VEST IN THREE ANNUAL INSTALLMENTS ON FEBRUARY 10, 2007 (336 UNITS), FEBRUARY 10, 2008 (334 UNITS) AND FEBRUARY 10, 2009 (334 UNITS).

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.