## Edgar Filing: AETNA INC /PA/ - Form 4

| AETNA INC  | C /PA/  |   |                                |               |   |                      |                                       |  |                        |
|--|---|---|--------------------------------|---------------|---|----------------------|---------------------------------------|--|------------------------|
| Form 4   | 2006  |   |                                |               |   |                      |                                       |  |                        |
| February 13,   |   |   |                                |               |   |                      |                                       |  | PPROVAL                |
| FORM   | <b>4</b> UNITED S   | TATES SECUR<br>Was  | RITIES A                       |               |   | NGE                  | COMMISSION                            |  | 3235-0287              |
| Check thi<br>if no long<br>subject to<br>Section 10<br>Form 4 or | ser <b>STATEM</b><br>6.   | ENT OF CHAN   |                                | BENEFI        |   | LOW                  | NERSHIP OF                            | Expires:<br>Estimated a<br>burden hou<br>response                    | irs per                |
| Form 5<br>obligatior<br>may conti<br><i>See</i> Instru<br>1(b).  | inue. Section 17(a  | uant to Section 1<br>) of the Public U<br>30(h) of the In                                       | tility Hold                    | ling Com      | pany  | Act o                | f 1935 or Sectio                      | n  |                        |
| (Print or Type R   | Responses)  |   |                                |               |   |                      |                                       |  |                        |
|  | ddress of Reporting P<br>N FRANKLIN                             | Symbol  | r Name <b>and</b><br>A INC /PA |               | Гradin  | g                    | 5. Relationship of<br>Issuer          | f Reporting Per  |                        |
| BUILDLING  | (First) (M<br>ERGATE OFFICE<br>G, 2600 VIRGINI<br>N.W. SUITE 50 | (Month/E<br>02/10/2   | -                              | ansaction     |   |                      | X Director<br>Officer (give<br>below) | 109  | 6 Owner<br>er (specify |
|  | ndment, Date Original<br>th/Day/Year)                           |   |                                |               | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_ Form filed by One Reporting Person |                      |                                       |  |                        |
| WASHING  | TON, DC 20037   |   |                                |               |   |                      | Form filed by M<br>Person             | More than One R  | eporting               |
| (City)   | (State) (A  | Zip) Tabl   | e I - Non-D                    | erivative S   | Securi  | ties Ac              | quired, Disposed of                   | f, or Beneficia  | lly Owned              |
| 1.Title of<br>Security<br>(Instr. 3)                             |   | 2. Transaction Date 2A. Deemed<br>Month/Day/Year) Execution Date, if<br>any<br>(Month/Day/Year) |                                |               | l (A) c<br>l of (D<br>4 and<br>(A)<br>or  | ))<br>5)             | Securities<br>Beneficially<br>Owned   | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) |                        |
| Common<br>Stock  | 02/13/2006  |   | Code V<br>M                    | Amount<br>260 | (D)<br>A  | Price<br>( <u>1)</u> |                                       | 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 number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

## Edgar Filing: AETNA INC /PA/ - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Nun<br>onof<br>Deriva<br>Securi<br>Acqui<br>(A) or<br>Dispo<br>(D)<br>(Instr.<br>and 5) | ative<br>ities<br>red<br>sed of<br>3, 4, | 6. Date Exer<br>Expiration D<br>(Month/Day | Date               | 7. Title and Am<br>Underlying Sec<br>(Instr. 3 and 4) | curities                               | 8.<br>De<br>Se<br>(In |
|---|---|---|---|--|--|--|--|--------------------|---|--|-----------------------|
|   |   |   |   | Code V                                 | (A)  | (D)                                      | Date<br>Exercisable                        | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |                       |
| Restricted<br>Stock<br>Units                        | <u>(1)</u>  | 02/10/2006                              |   | А                                      | 502  |  | (2)  | (2)                | COMMON<br>STOCK                                       | 502                                    |                       |
| Restricted<br>Stock<br>Units                        | <u>(1)</u>  | 02/13/2006                              |   | М                                      |  | 260                                      | (3)  | (3)                | COMMON<br>STOCK                                       | 260                                    |                       |

## **Reporting Owners**

| <b>Reporting Owner Name / Address</b>   |          | Relationsh |         |       |
|---|----------|------------|---------|-------|
|   | Director | 10% Owner  | Officer | Other |
| HACKMAN FRANKLIN BARBARA<br>THE WATERGATE OFFICE BUILDLING<br>2600 VIRGINIA AVENUE, N.W. SUITE 50<br>WASHINGTON, DC 20037 | Х        |            |         |       |
| Signatures  |          |            |         |       |
|   |          |            |         |       |

BARBARA HACKMAN FRANKLIN, BY PAIGE L. FALASCO, ATTORNEY IN 02/13/2006 FACT

\*\*Signature of Reporting Person

## **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 ARE CONVERTIBLE INTO COMMON STOCK ON A ONE FOR ONE BASIS

RESTRICTED STOCK UNITS ISSUED UNDER THE AETNA INC. NONEMPLOYEE DIRECTOR COMPENSATION PLAN (THE "PLAN"). SUBJECT TO TERMS OF THE PLAN, THE UNITS WILL VEST IN THREE ANNUAL INSTALLMENTS BEGINNING (2) FEBRUARY 10, 2007 (168 UNITS), FEBRUARY 10, 2008 (167 UNITS) AND FEBRUARY 10, 2009 (167 UNITS). UNITS ARE CONVERTIBLE INTO AETNA COMMON STOCK ON A ONE-FOR-ONE BASIS.

RESTRICTED STOCK UNITS ISSUED UNDER THE PLAN. THE UNITS VEST IN THREE EQUAL ANNUAL INSTALLMENTS (3) BEGINNING FEBRUARY 11, 2006. UNITS ARE CONVERTIBLE INTO AETNA COMMON STOCK ON A ONE-FOR-ONE BASIS..

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.

Date