Edgar Filing: AETNA INC /PA/ - Form 4

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| Form 4 April 03, 2006 | A/ | | | | | | | | | | |
|---|--------------------------------------|--|---|--|--------------------------|--|---|--|--|---|--|
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549 | | | | | | | COMMISSION | | PPROVAL 3235-0287 | | |
| Check this be if no longer subject to Section 16. Form 4 or Form 5 obligations may continue <i>See</i> Instruction 1(b). | STATEM Filed pure Section 17(a | 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 | | | | | | | | January 31, 2005Estimated average burden hours per response0.5 | |
| (Print or Type Resp | onses) | | | | | | | | | | |
| | | | 2. Issuer Name and Ticker or Trading Symbol AETNA INC /PA/ [AET] | | | | 5 | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/31/2006 | | | | | (Check all applicable) <u>X</u> Director 10% Owner Officer (give title Other (specify below) | | | |
| | (Street) 4. If Amend Filed(Month | | | ndment, Date Original h/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | |
| PHILADELPH | IA, PA 19103 | | | | | | | Form filed by M Person | | | |
| (City) | (State) | (Zip) | Table | I - Non-De | erivative S | ecurit | ies Aco | quired, Disposed o | f, or Beneficial | lly Owned | |
| | Transaction Date /onth/Day/Year) | Execution any | | 3. Transactio Code (Instr. 8) Code V | Disposed (Instr. 3, 4 | (A) or of (D) 4 and 5 (A) or |) | 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) | |
| Common Stock | | | | | | . , | | 16,284 | 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)

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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. Transacti Code (Instr. 8) | Derivative | | 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 or Number of Shares |
| PHANTOM STOCK UNITS (1) | <u>(2)</u> | 03/31/2006 | | А | 81.4 | | <u>(1)</u> | <u>(1)</u> | COMMON STOCK | 81.4 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | | |
| COHEN BETSY Z THE BANCORP BANK 1818 MARKET STREET PHILADELPHIA, PA 19103 | Х | | | | | | | | |
| Signatures | | | | | | | | | |
| BETSY Z. COHEN, by Paige I in Fact | 04/03/2006 | | | | | | | | |

**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). **

Relationshins

- UNITS ACCRUED UNDER THE AETNA INC. NON-EMPLOYEE DIRECTOR COMPENSATION PLAN (THE "PLAN") (1) PURSUANT TO DEFERRAL OF DIRECTOR FEES. SUBJECT TO TERMS OF PLAN, UNITS MAY BE SETTLED IN AETNA COMMON STOCK, IN CASH OR A COMBINATION OF BOTH UPON REPORTING PERSON'S RETIREMENT.
- (2) UNITS CONVERT TO 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.

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Date