

AETNA INC /PA/
Form 4
November 13, 2013

FORM 4

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

OMB APPROVAL

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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 *
McCarthy Margaret 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)
11/11/2013

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)
EVP, Operations & Technology

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) | | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|--------|---|--|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock | 11/11/2013 | | M | | 23,310 | A | \$ 50.205 | 59,273 | D | |
| Common Stock | 11/11/2013 | | F | | 20,063 <u>(1)</u> | D | \$ 63.65 | 39,210 | D | |
| Common Stock | 11/11/2013 | | M | | 49,380 | A | \$ 42.57 | 88,590 | D | |
| Common Stock | 11/11/2013 | | F | | 40,387 <u>(1)</u> | D | \$ 63.65 | 48,203 | D | |
| Common Stock | 11/11/2013 | | M | | 11,687 | A | \$ 53.96 | 59,890 | D | |

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| | | | | | | | | |
|--------------|------------|---|----------------------|---|-----------------------------|-------------------|---|----------------|
| Common Stock | 11/11/2013 | F | <u>10,774</u> (1) | D | \$ 63.65 | 49,116 | D | |
| Common Stock | 11/11/2013 | M | 73,636 | A | \$ 50.7 | 122,752 | D | |
| Common Stock | 11/11/2013 | F | <u>65,943</u> (1) | D | \$ 63.65 | 56,809 | D | |
| Common Stock | 11/11/2013 | M | 43,600 | A | \$ 32.11 | 100,409 | D | |
| Common Stock | 11/11/2013 | F | <u>32,506</u> (1) | D | \$ 63.65 | 67,903 | D | |
| Common Stock | 11/12/2013 | M | 12,460 | A | \$ 41.54 | 80,363 | D | |
| Common Stock | 11/12/2013 | S | 44,400 | D | \$ <u>63.0292</u> (2) | 35,963 | D | |
| Common Stock | | | | | | 1,541.2422 (3) | I | By 401(k) Plan |

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

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(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) | 8. An or Nu of | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Appreciation Rights | \$ 50.205 | 11/11/2013 | | M | 23,310 | 02/10/2007 ⁽⁴⁾ | 02/09/2016 | Common Stock | 2 |
| Stock Appreciation Rights | \$ 42.57 | 11/11/2013 | | M | 49,380 | 02/09/2008 ⁽⁴⁾ | 02/08/2017 | Common Stock | 4 |
| Stock Appreciation | \$ 53.96 | 11/11/2013 | | M | 11,687 | 11/12/2008 ⁽⁴⁾ | 11/11/2017 | Common Stock | 1 |

Rights

Stock

| | | | | | | | | |
|---------------------|---------|------------|---|--------|---------------------------|------------|--------------|---|
| Appreciation Rights | \$ 50.7 | 11/11/2013 | M | 73,636 | 02/08/2009 ⁽⁴⁾ | 02/07/2018 | Common Stock | 7 |
|---------------------|---------|------------|---|--------|---------------------------|------------|--------------|---|

Stock

| | | | | | | | | |
|---------------------|----------|------------|---|--------|---------------------------|------------|--------------|---|
| Appreciation Rights | \$ 32.11 | 11/11/2013 | M | 43,600 | 02/13/2010 ⁽⁴⁾ | 02/12/2019 | Common Stock | 4 |
|---------------------|----------|------------|---|--------|---------------------------|------------|--------------|---|

Employee

| | | | | | | | | |
|---------------|----------|------------|---|--------|---------------------------|------------|--------------|---|
| Stock Options | \$ 41.54 | 11/12/2013 | M | 12,460 | 06/23/2006 ⁽⁴⁾ | 06/23/2015 | Common Stock | 1 |
|---------------|----------|------------|---|--------|---------------------------|------------|--------------|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McCarthy Margaret M AETNA INC. 151 FARMINGTON AVENUE HARTFORD, CT 06156 | | | EVP, Operations & Technology | |

Signatures

| | |
|---------------------------------------------------------------|------------|
| Margaret M. McCarthy by Judith H. Jones, Attorney -in-fact | 11/13/2013 |
|---------------------------------------------------------------|------------|

__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) Average Sale Price.
- (3) Represents the pro rata portion of the stock portion of Aetna Common Stock Fund held by reporting person on October 31, 2013. The information is based on information provided by the Plan Trustee as of that date.
- (4) Stock Appreciation Rights and Stock Options granted under the Aetna Inc. 2000 Stock Incentive Plan..

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