

AETNA INC /PA/
Form 4
July 25, 2014

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 *
Rohan Karen

(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)
07/23/2014

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)
Exec. V.P., Local/Regional Bus

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 or (D) Price | | | | | |
| Common Stock | 07/23/2014 | | M | | 17,902 (1) | A | (2) | 32,811 | D | |
| Common Stock | 07/23/2014 | | F | | 8,459 | D | \$ 84.54 | 24,352 | D | |
| Common Stock | 07/23/2014 | | M | | 23,201 (3) | A | (4) | 47,553 | D | |
| Common Stock | 07/23/2014 | | F | | 11,288 | D | \$ 84.54 | 36,265 | D | |
| Common Stock | 07/23/2014 | | M | | 13,751 (5) | A | (6) | 50,016 | D | |

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Common Stock 07/23/2014 F 6,691 D \$ 84.54 43,325 D

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

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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) | Amount or Number of Shares | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Units | (2) | 07/23/2014 | | M | 17,902 | (7) | (7) | Common Stock | 17,902 |
| Market Stock Units | (4) | 07/23/2014 | | M | 15,467 | (8) | (8) | Common Stock | 15,467 |
| Performance Stock Units | (6) | 07/23/2014 | | M | 13,696 | (9) | (9) | Common Stock | 13,696 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------------------------------------------------|-------------------------------------------|
| | Director 10% Owner Officer Other |
| Rohan Karen AETNA INC. 151 FARMINGTON AVENUE HARTFORD, CT 06156 | Exec. V.P., Local/Regional Bus |

Signatures

KAREN S. ROHAN, by Melinda Westbrook,
Attorney-in-Fact 07/25/2014

__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) Represents vesting of previously reported Restricted Stock Units granted under the 2010 Stock Incentive Plan (the "Plan").
- (2) Each Restricted Stock Unit represents a right to receive one share of Aetna Inc. Common Stock net of taxes.
- (3) Represents vesting of previously reported Market Stock Units granted under the Plan.
- (4) Each Market Stock Unit represents a right to receive up to 1.5 shares of Aetna Inc. Common Stock net of taxes. Vesting amount was determined based on the weighted average closing stock price for the thirty trading days prior to the vest date.
- (5) Represents vesting of previously reported Performance Stock Units granted under the Plan.
- (6) Each Performance Stock Unit represents a right to receive up to two shares of Aetna Inc. Common Stock net of taxes.
- (7) Restricted Stock Units granted under the Plan; remaining units will vest in one installment on 07/23/15.
- (8) Market Stock Units granted under the Plan.
- (9) Performance Stock Units granted under the Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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