

AETNA INC /PA/  
Form 8-K  
September 30, 2008

---

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 26, 2008

Aetna Inc.  
(Exact name of registrant as specified in its charter)

|                                                                   |                                        |                                                    |
|-------------------------------------------------------------------|----------------------------------------|----------------------------------------------------|
| Pennsylvania<br>(State or other jurisdiction of<br>incorporation) | 1-16095<br>(Commission<br>File Number) | 23-2229683<br>(IRS Employer<br>Identification No.) |
|-------------------------------------------------------------------|----------------------------------------|----------------------------------------------------|

|                                                                                 |                     |
|---------------------------------------------------------------------------------|---------------------|
| 151 Farmington Avenue, Hartford, CT<br>(Address of principal executive offices) | 06156<br>(Zip Code) |
|---------------------------------------------------------------------------------|---------------------|

|                                                     |                |
|-----------------------------------------------------|----------------|
| Registrant's telephone number, including area code: | (860) 273-0123 |
|-----------------------------------------------------|----------------|

|                                                              |                |
|--------------------------------------------------------------|----------------|
| Former name or former address, if changed since last report: | Not applicable |
|--------------------------------------------------------------|----------------|

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

## Section 5 – Corporate Governance and Management

### Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 26, 2008, the Aetna Inc. (“Aetna”) Board of Directors (the “Board”) appointed Richard J. Harrington a Director of Aetna effective immediately. Mr. Harrington’s term will run until Aetna’s 2009 Annual Meeting of Shareholders. Mr. Harrington, 61, is chairman of the Thomson Reuters Foundation. With the appointment of Mr. Harrington, Aetna's Board consists of thirteen directors.

Mr. Harrington was also appointed to the Board’s Audit Committee and Investment and Finance Committee.

The Board affirmatively determined in its business judgment that Mr. Harrington is independent as defined in the New York Stock Exchange (“NYSE”) listing standards and under Aetna’s Director Independence Standards and that any relationship with Aetna or its subsidiaries (either directly or as a partner, shareholder or officer of any organization that has a relationship with Aetna or its subsidiaries) is immaterial under the independence test thresholds contained in the NYSE listing standards and under Aetna’s Director Independence Standards. In addition, the Board determined in its business judgment that Mr. Harrington meets the independence, financial literacy and expertise requirements for audit committee members set forth in the NYSE listing standards and that, based on his background and experience, Mr. Harrington has the requisite attributes of an “audit committee financial expert” as defined by the U.S. Securities and Exchange Commission.

Aetna will compensate Mr. Harrington in the manner and amounts and pursuant to the plans applicable to all Aetna Directors as described in the 2008 Aetna Inc. Notice of Annual Meeting and Proxy Statement, including fees related to service on Board committees.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Aetna Inc.

Date: September 30, 2008

By: /s/ Rajan Parmeswar  
Name: Rajan Parmeswar  
Title: Vice President, Controller and Chief  
Accounting Officer