

McCauley Frank G.
Form 4
January 22, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McCauley Frank G.

(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)
01/17/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Exec VP, Commercial Businesses

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Performance Stock Units	(1)	01/17/2013	A		5,861		(2)	(2)	Common Stock	5,861	
Performance Stock Units	(1)	01/17/2013	A		161		(3)	(3)	Common Stock	161	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
McCauley Frank G. AETNA INC. 151 FARMINGTON AVENUE HARTFORD, CT 06156	Exec VP, Commercial Businesses

Signatures

Frank G. McCauley by Judith H. Jones,
Attorney-in-Fact 01/22/2013

__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) Performance Stock Units granted under the Aetna Inc. 2010 Stock Incentive Plan. Each Performance Stock Unit represents a right to receive up to two shares of Aetna Inc. Common Stock net taxes, depending on performance against the specified Company performance target.

(2) Performance Stock Units originally granted on February 2, 2012. Units vest based on both service through February 2, 2014 and attaining the specified Company performance target. On January 17, 2013, the Company's Committee on Compensation and Organization determined that the performance target had been met at a specified level for the first performance period. Units will vest in accordance with the Plan if executive remains employed by the Company through February 2, 2014.

(3) Performance Stock Units originally granted on March 5, 2012. Units vest based on both service through March 5, 2014 and attaining the specified Company performance target. On January 17, 2013, the Company's Committee on Compensation and Organization determined that the performance target had been met at a specified level for the first performance period. Units will vest in accordance with the Plan if executive remains employed by the Company through March 5, 2014.

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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