

AETNA INC /PA/
Form 4
January 20, 2015

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 *
SOISTMAN FRANCIS S JR

(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)
01/15/2015

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. VP, Government Services

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | 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. Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|---|
| | | | | | | | | |

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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) | 01/15/2015 | A | 2,476 | | | (2) | (2) | | | Common Stock | 2,476 |
| Performance Stock Units | (1) | 01/15/2015 | A | 1,656 | | | (3) | (3) | | | Common Stock | 1,656 |
| Market Stock Units | (4) | 01/15/2015 | A | 7,602 | | | (5) | (5) | | | Common Stock | 7,602 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SOISTMAN FRANCIS S JR AETNA INC. 151 FARMINGTON AVENUE HARTFORD, CT 06156 | X | | Exec. VP, Government Services | |

Signatures

Francis S. Soistman, Jr. by Judith H. Jones,
Attorney-in-Fact

01/20/2015

__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 ("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 1, 2013. Units vest based on both service through February 1, 2015 and attaining the specified Company performance target. On January 15, 2015, the Company's Committee on Compensation and Talent Management determined that the performance target had been met at a specified level for the second performance period. Units will vest in accordance with the Plan if executive remains employed by the Company through February 1, 2015.

(3) Performance Stock Units originally granted on August 12, 2013. Units vest based on both service through August 12, 2015 and attaining the specified Company performance target. On January 15, 2015, the Company's Committee on Compensation and Talent Management determined that the performance target had been met at a specified level for the second performance period. Units will vest in accordance with the Plan if executive remains employed by the Company through August 12, 2015.

(4) Market Stock Units granted under the Plan. Each Market Stock Unit represents a right to receive up to 1.5 shares of Aetna Inc. Common Stock net taxes, depending on performance against the specified Company performance target and stock price of Aetna Inc. Common Stock,

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- Market Stock Units originally granted on August 12, 2013. Units vest based on service through August 12, 2016, attaining the specified Company performance target and on the average closing stock price for the thirty trading days prior to the vest date. On January 15, 2015, the Company's Committee on Compensation and Talent Management determined that the performance target had been met. Units will vest in accordance with the Plan if executive remains employed by the Company through August 12, 2016.
- (5)

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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