

Reisman Lonny  
Form 4  
February 09, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Reisman Lonny

(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)  
02/07/2011

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)  
SVP, Chief Medical Officer

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 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. Price
---------------------------------	---------------------------	--------------------------------------	-----------------------------------	---------------------	------------------------------------	--	---	----------

Edgar Filing: Reisman Lonny - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Market Stock Unit	(1)	02/07/2011	A	29,182	(2)	(2)						Common Stock	29,182

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reisman Lonny AETNA INC. 151 FARMINGTON AVENUE HARTFORD, CT 06156			SVP, Chief Medical Officer	

**Signatures**

Lonny Reisman by Judith H. Jones, Attorney  
-in-fact  
Date: 02/09/2011

\_\_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) Each Market Stock Unit represents a right to receive up to 1.5 shares of Aetna Inc. Common Stock net of taxes. Vesting amount will be determined based on the average closing stock price for the thirty trading days prior to the vest date.
- (2) Market Stock Units granted under the Aetna Inc. 2000 Stock Incentive Plan, units will vest on 12/7/12.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. . Barclay and Ms. Barnes are citizens of the United Kingdom. The Greenberg Foundation is a not-for-profit New York corporation which makes charitable grants from time to time in accordance with its policies. The Greenberg Foundation's principal asset is the Common Stock held by it. The Greenberg Foundation's principal office is 399 Park Avenue, 17th Floor, New York, New York 10022. The following are the executive officers and directors of the Greenberg Foundation, their addresses and their principal occupations: Name and Address Office Principal Occupation -----  
Maurice R. Greenberg Chairman and Director (See above) (See above) Corinne P. Greenberg President and Director President and Director, Greenberg 399 Park Avenue, 17th Floor Foundation New York, New York 10022 Jeffrey W. Greenberg Vice President and Director Vice President and Director, 399 Park Avenue, 17th Floor Greenberg Foundation New York, New York 10022 Evan G. Greenberg Vice President and Director President and Chief Executive 399 Park Avenue, 17th Floor Officer, ACE Limited New York, New York 10022 Lawrence S. Greenberg Vice President and Director Private Equity Investor 399 Park Avenue, 17th Floor New York, New York 10022 Shake Nahapetian Treasurer Administrative Assistant, CV Starr 399 Park Avenue, 17th Floor New York, New York 10022 11 Each of the above officers and directors of the Greenberg Foundation is a United States citizen. The Greenberg

Joint Tenancy Company is a Florida limited liability company whose sole member is the Maurice R. and Corinne P. Greenberg Joint Tenancy Corporation, Inc. (the "Greenberg Joint Tenancy Corporation"). The Greenberg Joint Tenancy Corporation is a Florida corporation whose common stock is held by Mr. Greenberg and Mrs. Greenberg as tenants by the entireties. The principal asset of the Greenberg Joint Tenancy Company is the Common Stock held by it. The shares of Common Stock held by the Greenberg Joint Tenancy Company were previously held by Mr. and Mrs. Greenberg as tenants in common and were transferred indirectly to the Greenberg Joint Tenancy Company as part of Mr. and Mrs. Greenberg's estate and personal financial planning. The Greenberg Joint Tenancy Company's principal office is 35 Ocean Reef Drive, Key Largo, Florida 33037. The Greenberg Joint Tenancy Corporation is the sole and managing member of the Greenberg Joint Tenancy Company and the following is the sole executive officer and director of the Greenberg Joint Tenancy Corporation, his address and his principal occupation: Name and Address Office Principal Occupation ----- Maurice R. Greenberg Chairman, Director, Chief (See above) (See above) Executive Officer, President, Treasurer and Secretary of Greenberg Joint Tenancy Corporation Mr. Greenberg is a United States citizen. (d) and (e): During the last five years, none of Mr. Greenberg, Mr. Matthews, Starr International, CV Starr, Universal Foundation, the Greenberg Foundation, the Greenberg Joint Tenancy Company or the other individuals disclosed in Item 2(a) above has (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding has been or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. Item 3. Source and Amount of Funds or Other Consideration This Schedule 13D is being filed because, under the facts and circumstances described in Items 2, 5 and 6, the Reporting Persons may be deemed to be a group within the meaning of Section 13(d)(3) of the Act. This filing is not being made as a result of any particular acquisitions or dispositions of Common Stock by the Reporting Persons. Item 4. Purpose of Transaction Each of the Reporting Persons holds the securities reported herein for investment purposes and reserves the right, in light of its ongoing evaluation of the Issuer's financial condition, business, operations and prospects, the market price of the Common Stock, conditions in the securities markets generally, general economic and industry conditions, the Reporting Person's and Issuer's respective business objectives, and other relevant factors, at any time and as it deems appropriate, to change its plans and intentions, to increase or decrease its investment in the Issuer, or to engage in discussions with the Issuer and third parties or facilitate discussions between the Issuer and third parties exploring such actions. In particular, any one or more of the Reporting Persons may (i) purchase additional shares of Common Stock, (ii) sell or transfer shares of Common Stock in public or private transactions (including, without limitation, transfers among Reporting Persons or between any Reporting Person and any entity affiliated with such Reporting Person, which may include entities not in existence as of the date hereof), (iii) enter into privately negotiated derivative transactions and/or public purchases and sales of puts, calls and other derivative securities to hedge the market risk of some or all of their positions in the Common Stock and/or (iv) take any other action that might relate to or result in any of the actions set forth in response to paragraphs (a) - (j) of Item 4 of Schedule 13D. Any such actions may be effected at any time or from time to time, subject to any applicable limitations imposed on the actions by the Securities Act of 1933, as amended, or other applicable law. Recently, Starr International has engaged in open-market sales of shares of Common Stock. Although each of such sales may in itself be immaterial, such sales may in the aggregate and over time be deemed to give rise to a material decrease in the percentage of the Common Stock beneficially owned by Starr International. Starr International may continue to make such sales, in amounts that it may in its sole discretion determine, or it may elect to discontinue or suspend such sales, without, in any case, limiting the rights reserved in the immediately preceding paragraph or any other rights of Starr International. Recently, CV Starr has engaged in open-market sales of shares of Common Stock. Although each of such sales may in itself be immaterial, such sales may in the aggregate and over time be deemed to give rise to a material decrease in the percentage of the Common Stock beneficially owned by CV Starr. CV Starr may continue to make such sales, in amounts that it may in its sole discretion determine, or it may elect to discontinue or suspend such sales, without, in any case, limiting the rights reserved in the first paragraph of this Item 4 or any other rights of CV Starr. Except as otherwise described in this Item 4 and Items 5 and 6 below, no Reporting Person has formulated any plans or proposals which relate to or would result in any of the events or transactions described in Items 4(a) through (j) of the General Instructions to Schedule 13D under the Act. Item 5. Interest in Securities of the Issuer (a) and (b): The Reporting Persons may be deemed to be a group within the

meaning of Section 13(d)(3) of the Act consisting of the Reporting Persons as a result of the facts and circumstances described in Items 2, 5 and 6 of this Schedule 13D. The Reporting Persons as a group may be deemed beneficially to own in the aggregate 393,157,543 shares of Common Stock, representing approximately 15.1% of the outstanding shares of Common Stock (based on 2,597,469,137 shares of Common Stock reported by the Issuer as outstanding as of March 31, 2006, in the Issuer's Form 10-Q filed on May 10, 2006). Each of Mr. Greenberg, Mr. Matthews, Starr International, CV Starr, Universal Foundation, the Greenberg Foundation and the Greenberg Joint Tenancy Company disclaims beneficial ownership of the shares of Common Stock held by the other members of such group; provided, however, that Mr. Greenberg does not disclaim beneficial ownership of the shares of Common Stock held by the Greenberg Joint Tenancy Company. Mr. Greenberg has the sole power to vote and direct the disposition of 2,902,886 shares of Common Stock, which may be acquired pursuant to incentive stock options previously granted by the Issuer to Mr. Greenberg as an officer and director of the Issuer that are exercisable within 60 days of the date hereof. Mr. Greenberg has shared power to vote and direct the disposition of 79,388,082 shares of Common Stock, 18,120,666 shares of which are held as tenant in common with Mr. Greenberg's wife, 108,663 shares of which are held in family trusts of which Mr. Greenberg is a trustee, 41,277,246 shares of which are held by CV Starr (18,644,278 shares of which are held by the Starr Trust, for which CV Starr is a beneficiary and Mr. Greenberg is a trustee), 381,507 shares of which are held by the Greenberg Foundation, of which Mr. Greenberg, his wife and family members are directors, and 20,000,000 shares of which are 13 held by the Greenberg Joint Tenancy Company, of which the Greenberg Joint Tenancy Corporation is the managing member. Mr. Greenberg owns 24.08% of the common stock of CV Starr directly. Based on Mr. Greenberg's voting power in CV Starr, his position as a trustee of the Starr Trust, his position as director and Chairman of the Board of the Greenberg Foundation, his position as director and Chairman of the Board of the Greenberg Joint Tenancy Corporation, the managing member of the Greenberg Joint Tenancy Company, and the other facts and circumstances described in Items 2, 4, 5 and 6 of this Schedule 13D, Mr. Greenberg may be deemed to beneficially own the shares of Common Stock held by CV Starr, the Starr Trust, the Greenberg Foundation and the Greenberg Joint Tenancy Company. Mr. Greenberg disclaims beneficial ownership of the shares of Common Stock held by CV Starr, the Starr Trust, Universal Foundation, the Greenberg Foundation, the family trusts described above and the shares of Common Stock transferred to the MRG/CPG Volaris Trust as described in Item 6. Mr. Matthews has the sole power to vote and direct the disposition of 729,320 shares of Common Stock, 306,820 of which are held directly by Mr. Matthews and 422,500 shares of which may be acquired pursuant to incentive stock options previously granted by the Issuer to Mr. Matthews as an officer and director of the Issuer that are exercisable within 60 days of the date hereof. Mr. Matthews has shared power to vote and direct the disposition of 18,667,378 shares of Common Stock, 23,100 shares of which are held by Mr. Matthew's wife and 18,644,278 shares of which are held by the Starr Trust, for which CV Starr is a beneficiary and Mr. Matthews is a trustee. Based on the facts and circumstances described in Items 2, 4, 5 and 6 of this Schedule 13D, Mr. Matthews may be deemed to beneficially own the shares of Common Stock held by the Starr Trust. Mr. Matthews disclaims beneficial ownership of the shares of Common Stock held by the Starr Trust, the shares of Common Stock held by his wife and the shares of Common Stock transferred to the EEM Volaris Trust as described in Item 6. Starr International has the sole power to vote and direct the disposition of 307,911,552 shares of Common Stock held by Starr International and the shared power to direct the disposition of 2,202,603 shares of Common Stock held by Universal Foundation. CV Starr has the shared power to vote and direct the disposition of 41,277,246 shares of Common Stock held by CV Starr (18,644,278 shares of which are held by the Starr Trust, of which CV Starr is a beneficiary). CV Starr disclaims beneficial ownership of the shares of Common Stock transferred to the CV Starr Volaris Trust as described in Item 6. Universal Foundation has the sole power to vote 2,202,603 shares of Common Stock, 2,202,603 shares of which are held directly by Universal Foundation. Pursuant to an Investment Management Agreement, Starr International Advisors, Inc. ("Starr International Advisors"), a Delaware corporation and a wholly owned subsidiary of Starr International, has the power to direct the disposition of 2,202,603 shares of Common Stock held by Universal Foundation. Mr. Matthews is President and Director of Starr International Advisors and Mr. Greenberg is a Director of Starr International Advisors. The Greenberg Foundation has the shared power to vote and direct the disposition of 381,507 shares of Common Stock, 381,507 shares of which are held directly by the Greenberg Foundation. The Greenberg Joint Tenancy Company has the shared power to vote and direct the disposition of 20,000,000 shares of Common Stock, 20,000,000 shares of which are held directly by the Greenberg Joint Tenancy Company. Executive officers and directors of Starr International beneficially owned shares of Common Stock and had rights to acquire shares of Common Stock

Edgar Filing: Reisman Lonny - Form 4

exercisable within 60 days as follows: 14 Right to Acquire Owned Shares (1) % (2) Shares (1) % (2) -----  
 ----- Maurice R. Greenberg (See above) (See above) Edward E. Matthews (See above) (See above)  
 Houghton Freeman 2,720,000 0.1 0 0.0 Howard I. Smith 210,000 (3) 0 0.0 John J. Roberts 3,700,000 0.1 0 0.0 Ernest  
 Stempel 21,480,000 0.8 0 0.0 Cesar Zalamea 80,000 (3) (4) (3) \_\_\_\_\_ (1) Rounded to nearest  
 10,000 shares. (2) Rounded to nearest 0.1%. (3) Less than 0.1%. (4) Less than 10,000 shares. (4) Less than 10,000  
 shares. Executive officers and directors of CV Starr beneficially owned shares of Common Stock and had rights to  
 acquire shares of Common Stock exercisable within 60 days as follows: Right to Acquire Owned Shares (1) % (2)  
 Shares (1) % (2) ----- Maurice R. Greenberg (See above) (See above) Howard I. Smith  
 (See above) (See above) Edward E. Matthews (See above) (See above) J. Christopher Flowers 0 0.0 0 0.0 Houghton  
 Freeman (See above) (See above) John J. Roberts (See above) (See above) Bertil P-H Lundqvist 0 0.0 0 0.0  
 \_\_\_\_\_ (1) Rounded to nearest 10,000 shares. (2) Rounded to nearest 0.1%. (3) Less than 10,000 shares.  
 Executive officers and directors of Universal Foundation beneficially owned shares of Common Stock and had rights  
 to acquire shares of Common Stock exercisable within 60 days as follows: Right to Acquire Owned Shares (1) % (2)  
 Shares (1) % (2) ----- Stuart Osborne (4) (3) 0 0.0 Eligia G. Fernando 50,000 (3) 0 0.0  
 Cesar C. Zalamea (See above) (See above) Aloysius B. Colayco 0 0.0 0 0.0 Jennifer Barclay (4) (3) 0 0.0 Margaret  
 Barnes (4) (3) 0 0.0 \_\_\_\_\_ (1) Rounded to nearest 10,000 shares. (2) Rounded to nearest 0.1%. (3)  
 Less than 0.1%. (4) Less than 10,000 shares. Executive officers and directors of the Greenberg Foundation  
 beneficially owned shares of Common Stock and had rights to acquire shares of Common Stock exercisable within 60  
 days as follows: 15 Right to Acquire Owned Shares (1) % (2) Shares (1) % (2) -----  
 Maurice R. Greenberg (See above) (See above) Corinne P. Greenberg 18,120,000 0.7 0 0.0 Jeffrey W. Greenberg 0  
 0.0 0 0.0 Evan G. Greenberg 0 0.0 0 0.0 Lawrence S. Greenberg (4) (3) 0 0.0 Shake Nahapetian 50,000 (3) 0 0.0  
 \_\_\_\_\_ (1) Rounded to nearest 10,000 shares. (2) Rounded to nearest 0.1%. (3) Less than 0.1%.  
 (4) Less than 10,000 shares. The sole executive officer and director of the Greenberg Joint Tenancy Company  
 beneficially owned shares of Common Stock and had rights to acquire shares of Common Stock exercisable within 60  
 days as follows: Right to Acquire Owned Shares (1) % (2) Shares (1) % (2) ----- Maurice  
 R. Greenberg (See above) (See above) (c) On November 15, 2005, CV Starr entered into a variable pre-paid forward  
 sale contract (the "CSFB Contract") for up to 4,423,116 shares (the "CSFB Maximum Number") of Common Stock  
 pursuant to a letter agreement by and among CV Starr, Credit Suisse First Boston LLC and Credit Suisse First Boston  
 Capital LLC ("CSFB"). The final terms of the CSFB Contract, including the CSFB Maximum Number of shares  
 deliverable by CV Starr upon settlement, were determined in a block transaction between CV Starr and CSFB (or its  
 affiliate), acting as a block positioner, in accordance with the Securities and Exchange Commission's interpretative  
 letter to Goldman, Sachs & Co., dated December 20, 1999 (the "No Action Letter"). CV Starr has received aggregate  
 proceeds of \$240,000,043 under the CSFB Contract. The CSFB Contract provides that for each of the 10 Scheduled  
 Trading Days (as defined in the CSFB Contract) prior to and including November 20, 2008 (the "CSFB Settlement  
 Dates"), CV Starr will deliver a number of shares of Common Stock to CSFB (or, at the election of CV Starr, the cash  
 equivalent of such shares) determined with respect to each CSFB Settlement Date as follows: (a) if the VWAP Price  
 (as defined in the CSFB Contract) per share of the Common Stock (the "CSFB Settlement Price") is less than or equal  
 to \$65.85 (the "CSFB Forward Floor Price"), a delivery of 1/10 of the CSFB Maximum Number of shares of Common  
 Stock, subject to rounding; (b) if the CSFB Settlement Price is greater than the CSFB Forward Floor Price but less  
 than or equal to \$85.61 per share (the "CSFB Forward Cap Price"), a delivery of shares equal to the CSFB Forward  
 Floor Price/CSFB Settlement Price x 1/10 of the CSFB Maximum Number of shares of Common Stock, subject to  
 rounding; and (c) if the CSFB Settlement Price is greater than the CSFB Forward Cap Price, a delivery of shares equal  
 to ((CSFB Forward Floor Price + (CSFB Settlement Price - CSFB Forward Cap Price)) / CSFB Settlement Price) x  
 1/10 of the CSFB Maximum Number of shares of Common Stock, subject to rounding. On November 21, 2005, CV  
 Starr entered into a variable pre-paid forward sale contract (the "Confirmation") for up to 2,917,916 shares (the "Citi  
 Maximum Number") of Common Stock pursuant to the Master Terms and Conditions for Pre-Paid Forward Contracts,  
 dated as of November 15, 2005 (together with the Confirmation, the "Citi Contract"), by and between CV Starr and  
 Citibank, N.A. ("Citibank"). The final terms of the Citi Contract, including the Citi Maximum Number of shares that  
 will be deliverable by CV Starr upon settlement, were determined in unsolicited brokerage transactions by Citibank  
 (or its 16 affiliate) over a specified execution period beginning on November 18, 2005, in accordance with the No  
 Action Letter. CV Starr has received aggregate proceeds of \$160,000,000 under the Citi Contract. The Citi Contract

provides that for each of the 10 Scheduled Trading Days (as defined in the Citi Contract) prior to and including December 10, 2008 (the "Citi Settlement Dates"), CV Starr will deliver a number of shares of Common Stock to Citibank (or, at the election of CV Starr, the cash equivalent of such shares) determined with respect to each Citi Settlement Date as follows: (a) if the Relevant Price (as defined in the Citi Contract) per share of the Common Stock (the "Citi Settlement Price") is less than or equal to \$66.8540 (the "Citi Forward Floor Price"), a delivery of 1/10 of the Citi Maximum Number of shares of Common Stock, subject to rounding; (b) if the Citi Settlement Price is greater than the Citi Forward Floor Price but less than or equal to \$86.9102 per share (the "Citi Forward Cap Price"), a delivery of shares equal to the Citi Forward Floor Price/Citi Settlement Price x 1/10 of the Citi Maximum Number of shares of Common Stock, subject to rounding; and (c) if the Citi Settlement Price is greater than the Citi Forward Cap Price, a delivery of shares equal to ((Citi Forward Floor Price + (Citi Settlement Price - Citi Forward Cap Price)) / Citi Settlement Price) x 1/10 of the Citi Maximum Number of shares of Common Stock, subject to rounding. The descriptions of the CSFB Contract and the Citi Contract are qualified in their entirety by the text of such contracts, copies of which are Exhibits B and C hereto, respectively. Recently, CV Starr has sold shares of Common Stock as described below:

Date	Number of Shares Sold	Average Sale Price Per Share
04/20/06	10,000	\$63.4455
04/21/06	10,000	\$63.9266
04/24/06	10,000	\$63.8334
04/25/06	10,000	\$64.1564
04/26/06	10,000	\$63.5112
04/27/06	10,000	\$64.9399
04/27/06	100,000	\$65.0111
04/28/06	100,000	\$65.4703
05/01/06	100,000	\$64.9654
05/02/06	100,000	\$65.0000
05/03/06	100,000	\$65.0000
05/04/06	26,300	\$65.3000
05/05/06	73,700	\$65.1945
05/08/06	100,000	\$65.4663
05/09/06	100,600	\$65.4461
05/09/06	100,000	\$65.9855
05/10/06	100,000	\$66.1499

Recently, Starr International has sold shares of Common Stock as described below:

Date	Number of Shares Sold	Average Sale Price Per Share
02/08/06	200,000	\$66.0081
02/10/06	800,000	\$67.5325
02/14/06	100,000	\$68.3498
02/24/06	523,900	\$67.0660
02/27/06	376,100	\$66.9450
04/04/06	10,000	\$65.9369
04/05/06	10,000	\$66.0181

Recently, Universal Foundation has sold shares of Common Stock as described below:

Date	Number of Shares Sold	Average Sale Price Per Share
04/06/06	10,000	\$65.5749
04/07/06	10,000	\$64.5622
04/10/06	10,000	\$64.0889
04/11/06	10,000	\$63.4675
04/12/06	10,000	\$63.3781
04/13/06	10,000	\$63.2643
04/17/06	10,000	\$62.9881
04/19/06	10,000	\$63.8026
04/20/06	10,000	\$63.4385
04/21/06	10,000	\$63.9258
04/24/06	10,000	\$63.9233
04/26/06	20,000	\$63.9091
04/27/06	110,000	\$65.1626
04/28/06	100,000	\$65.1209
05/01/06	100,000	\$65.0673
05/02/06	83,845	\$65.2684
05/03/06	100,000	\$65.0000
05/04/06	100,000	\$65.3358
05/05/06	100,000	\$65.1848
05/08/06	100,000	\$65.4500
05/09/06	50,000	\$65.6931

On February 23, 2006, the Greenberg Foundation sold 20,086 shares of Common Stock for \$67.00 per share. On May 26, 2006, Mr. Greenberg and Mrs. Greenberg transferred indirectly 20,000,000 shares of Common Stock they held as tenants in common to the Greenberg Joint Tenancy Company. To the knowledge of each of the Reporting Persons, there were no other transactions in the Common Stock that were effected during the past sixty days by the Reporting Persons. (d) and (e): Not applicable. Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer On March 7, 2006, Mr. Matthews and CV Starr separately entered into agreements to transfer shares of Common Stock to certain trusts, as further described below. On March 9, 2006, Mr. Greenberg 18 separately entered into an agreement to transfer shares of Common Stock to a trust, as further described below. On March 7, 2006, Mr. Matthews entered into an agreement to transfer 1,237,315 shares of Common Stock (the "EEM Trust Shares") to the 2006 EEM Volaris Trust (the "EEM Volaris Trust"). The EEM Volaris Trust was established under the 2006 EEM Volaris Trust Agreement, dated March 9, 2006 (the "EEM Trust Agreement"), between Mr. Matthews, as settlor and sole beneficiary, and Pitcairn Trust Company (the "EEM Volaris Trustee"). Under the EEM Trust Agreement, Mr. Matthews agrees to transfer the EEM Trust Shares to the EEM Volaris Trustee, which is an independent trustee that is unaffiliated with the Issuer or Mr. Matthews. The EEM Volaris Trustee has sole power to vote and dispose of the EEM Trust Shares. The EEM Trust Agreement instructs the EEM Volaris Trustee to enter into an investment management agreement (the "EEM Investment Management Agreement") with Credit Suisse Securities (USA) LLC as investment manager for the trust whereby such investment manager will engage in an option overlay and spreading strategy with respect to the EEM Trust Shares that seeks to enhance returns and reduce volatility. The EEM Volaris Trust is revocable upon written

notice by Mr. Matthews to the EEM Volaris Trustee. Upon the termination of the EEM Volaris Trust, the EEM Volaris Trustee shall distribute the principal (and income, to the extent not previously distributed) as then constituted to anyone previously designated by Mr. Matthews in writing, or, in default of the exercise of such general power of appointment, to Mr. Matthews if then living; or if incapacitated, to Mr. Matthews' duly appointed guardian or fiduciary, or an agent under a power of attorney; or if deceased, to the duly qualified legal representative of Mr. Matthews' estate, including the executors and/or administrators of the estate. On March 7, 2006, CV Starr entered into an agreement to transfer 5,000,000 shares of Common Stock (the "CV Starr Trust Shares") to the 2006 CV Starr Volaris Trust (the "CV Starr Volaris Trust"). The CV Starr Volaris Trust was established under the 2006 CV Starr Volaris Trust Agreement dated March 7, 2006 (the "CV Starr Trust Agreement"), between CV Starr, as settlor and sole beneficiary, and Pitcairn Trust Company (the "CV Starr Volaris Trustee"). Under the CV Starr Trust Agreement, CV Starr agrees to transfer the CV Starr Trust Shares to the CV Starr Volaris Trustee, which is an independent trustee that is unaffiliated with the Issuer or CV Starr. The CV Starr Volaris Trustee has sole power to vote and dispose of the CV Starr Trust Shares. The CV Starr Trust Agreement instructs the CV Starr Volaris Trustee to enter into an investment management agreement (the "CV Starr Investment Management Agreement") with Credit Suisse Securities (USA) LLC as investment manager for the trust whereby such investment manager will engage in an option overlay and spreading strategy with respect to the CV Starr Trust Shares that seeks to enhance returns and reduce volatility. The CV Starr Volaris Trust is revocable upon written notice by CV Starr to the CV Starr Volaris Trustee. Upon the termination of the CV Starr Volaris Trust, the CV Starr Volaris Trustee shall distribute the principal (and income, to the extent not previously distributed) as then constituted to anyone previously designated by CV Starr in writing, or, in default of the exercise of such general power of appointment, to CV Starr or its successors-in-interest. On March 9, 2006, Mr. Greenberg and his spouse entered into an agreement to transfer 5,000,000 jointly owned shares of Common Stock (the "MRG/CPG Trust Shares") to the 2006 MRG/CPG Volaris Trust (the "MRG/CPG Volaris Trust"). The MRG/CPG Volaris Trust was established under the 2006 MRG/CPG Volaris Trust Agreement, dated March 9, 2006 (the "MRG/CPG Trust Agreement"), between Mr. and Mrs. Greenberg, each as a settlor with respect to his or her one-half of the trust assets and as sole beneficiary of such half, and Pitcairn Trust Company (the "MRG/CPG Volaris Trustee"). Under the MRG/CPG Trust Agreement, Mr. and Mrs. Greenberg agree to transfer the MRG/CPG Trust Shares to the MRG/CPG Volaris Trustee, which is an independent trustee that is unaffiliated with the Issuer, Mr. Greenberg or Mrs. Greenberg. The MRG/CPG Volaris Trustee has sole power to vote and dispose of the MRG/CPG Trust Shares. The MRG/CPG Trust Agreement instructs the MRG/CPG Volaris Trustee to enter into an investment management agreement (the "MRG/CPG Investment Management Agreement") with Credit Suisse Securities (USA) LLC as investment manager for the trust whereby such investment manager will engage in an option overlay and spreading strategy with respect to the MRG/CPG Trust Shares that seeks to enhance returns and reduce volatility. The MRG/CPG Volaris Trust is revocable, with respect to Mr. and Mrs. Greenberg's portion of this Trust, upon written notice to the MRG/CPG Volaris Trustee by either Mr. or Mrs. Greenberg, or completely revocable upon joint written notice to the MRG/CPG Volaris Trustee. Upon the termination of the MRG/CPG Volaris Trust, the MRG/CPG Volaris Trustee shall distribute the principal (and income, to the extent not previously distributed) allocable to Mr. or Mrs. Greenberg, as then constituted, to anyone previously designated by such person, respectively, in writing, or in default of the exercise of such general power of appointment, to Mr. and Mrs. Greenberg in his or her proportionate share if both then living; or if either person is incapacitated, to such person's duly appointed guardian or fiduciary, or an agent under a power of attorney executed by such incapacitated person; or if deceased, to the duly qualified legal representative of such deceased person's estate, including the executors and/or administrators of such person's estate. The descriptions of the EEM Volaris Trust, the EEM Investment Management Agreement, the CV Starr Volaris Trust, the CV Starr Investment Management Agreement, the MRG/CPG Volaris Trust, and the MRG/CPG Investment Management Agreement are qualified in their entirety by the text of such documents, copies of which are attached as Exhibits E through J hereto, respectively. Universal Foundation has granted approximately 127,698 options to purchase shares of Common Stock to various individuals. On May 18, 2006, Mr. and Mrs. Greenberg contributed 500,000 shares of Common Stock they owned as tenants in common to an exchange fund over which they have no control in exchange for shares of the exchange fund. The Common Stock was valued at \$62.50 per share for purposes of determining the number of shares of the exchange fund issuable. On May 26, 2006, Mr. Greenberg and Mrs. Greenberg transferred indirectly 20,000,000 shares of Common Stock they held as tenants in common to the Greenberg Joint Tenancy Company. Items 2, 4 and 5 disclose (i) certain relationships between the

## Edgar Filing: Reisman Lonny - Form 4

Reporting Persons, (ii) the Offer, (iii) the CSFB Contract and (iv) the Citi Contract, which disclosures are hereby incorporated by reference into this Item 6 in their entirety. There are no contracts, arrangements or understandings among the Reporting Persons, other than as described in this Item 6 and in Item 7 below, with respect to the shares of Common Stock reported on this Schedule 13D. 20 Item 7. Material to Be Filed as Exhibits Exhibit A: Joint Filing Agreement, dated as of May 26, 2006, by and among Mr. Greenberg, Mr. Matthews, Starr International Company, Inc., C. V. Starr & Co., Inc., Universal Foundation, Inc., The Maurice R. and Corinne P. Greenberg Family Foundation, Inc. and Maurice R. and Corinne P. Greenberg Joint Tenancy Company, LLC. Exhibit B: Letter Agreement and Transaction Supplement, each dated as of November 15, 2005, by and among CV Starr & Co., Inc., Credit Suisse First Boston LLC and Credit Suisse First Boston Capital LLC. (Incorporated by reference to Exhibit B to the Schedule 13D filed with the Securities and Exchange Commission in respect of the Issuer on November 23, 2005.) Exhibit C: Master Terms and Conditions for Pre-Paid Forward Contracts and Pre-Paid Forward Contract Confirmation, dated as of November 15, 2005 and November 21, 2005, respectively, by and between C. V. Starr & Co., Inc. and Citibank, N.A. (Incorporated by reference to Exhibit C to the Schedule 13D filed with the Securities and Exchange Commission in respect of the Issuer on November 23, 2005.) Exhibit D: Investment Management Agreement, dated as of January 13, 2006, by and between Starr International Advisors, Inc. and Universal Foundation, Inc. (Incorporated by reference to Exhibit D to the Schedule 13D filed with the Securities and Exchange Commission in respect of the Issuer on February 21, 2006.) Exhibit E: 2006 EEM Volaris Trust Agreement, dated as of March 7, 2006, by and between Edward E. Matthews and Pitcairn Trust Company. (Incorporated by reference to Exhibit E to the Schedule 13D filed with the Securities and Exchange Commission in respect of the Issuer on March 10, 2006.) Exhibit F: Form of Volaris Volatility Management Discretionary Investment Management Agreement, by and between Credit Suisse Securities (USA) LLC and Pitcairn Trust Company as the EEM Volaris Trustee. (Incorporated by reference to Exhibit F to the Schedule 13D filed with the Securities and Exchange Commission in respect of the Issuer on March 10, 2006.) Exhibit G: 2006 CV Starr Volaris Trust Agreement, dated as of March 7, 2006, by and between C. V. Starr & Co., Inc. and Pitcairn Trust Company. (Incorporated by reference to Exhibit G to the Schedule 13D filed with the Securities and Exchange Commission in respect of the Issuer on March 10, 2006.) Exhibit H: Form of Volaris Volatility Management Discretionary Investment Management Agreement, by and between Credit Suisse Securities (USA) LLC and Pitcairn Trust Company as the CV Starr Volaris Trustee. (Incorporated by reference to Exhibit H to the Schedule 13D filed with the Securities and Exchange Commission in respect of the Issuer on March 10, 2006.) Exhibit I: 2006 MRG/CPG Volaris Trust Agreement, dated as of March 9, 2006, by and among Maurice R. Greenberg, Corinne P. Greenberg and Pitcairn Trust Company. (Incorporated by reference to Exhibit I to the Schedule 13D filed with the Securities and Exchange Commission in respect of the Issuer on March 10, 2006.) Exhibit J: Form of Volaris Volatility Management Discretionary Investment Management Agreement, by and between Credit Suisse Securities (USA) LLC and Pitcairn Trust Company as the MRG/CPG Volaris Trustee. (Incorporated by reference to Exhibit J to the Schedule 13D filed with the Securities and Exchange Commission in respect of the Issuer on March 10, 2006.) Exhibit K: Maurice R. Greenberg Power of Attorney, dated March 1, 2006. (Incorporated by reference to Exhibit K to the Schedule 13D filed with the Securities and Exchange Commission in respect of the Issuer on March 10, 2006.) Exhibit L: Edward E. Matthews Power of Attorney, dated as of February 21, 2006. (Incorporated by reference to Exhibit 24.4 to the Form 4 filed with the Securities and Exchange Commission in respect of the Issuer on March 9, 2006.) Exhibit M: Starr International Company, Inc. Power of Attorney, dated as of February 24, 2006. (Incorporated by reference to Exhibit M to the Schedule 13D filed with the Securities and Exchange Commission in respect of the Issuer on March 10, 2006.) Exhibit N: C. V. Starr & Co., Inc. Power of Attorney, dated as of February 24, 2006. (Incorporated by reference to Exhibit 24.4 to the Form 4 filed with the Securities and Exchange Commission in respect of the Issuer on March 9, 2006.) Exhibit O: Universal Foundation, Inc. Power of Attorney, dated as of February 21, 2006. (Incorporated by reference to Exhibit O to the Schedule 13D filed with the Securities and Exchange Commission in respect of the Issuer on March 10, 2006.) Exhibit P: The Maurice R. Greenberg and Corinne P. Greenberg Family Foundation, Inc. Power of Attorney, dated as of February 21, 2006. (Incorporated by reference to Exhibit 24.3 to the Form 3 filed with the Securities and Exchange Commission in respect of the Issuer on March 6, 2006.) Exhibit Q: Maurice R. and Corinne P. Greenberg Joint Tenancy Company, LLC Power of Attorney, dated as of May 25, 2006. There are no other written agreements, contracts, arrangements, understandings, plans or proposals within the category of those described in Item 7 of the General Instructions to Schedule 13D under the Act. SIGNATURE After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set

Edgar Filing: Reisman Lonny - Form 4

forth in this statement is true, complete and correct. Dated: May 26, 2006 MAURICE R. GREENBERG By: /s/ Bertil P-H Lundqvist, Attorney-in-Fact ----- Name: Bertil P-H Lundqvist, Attorney-in-Fact By: /s/ Leif B. King, Attorney-in-Fact ----- Name: Leif B. King, Attorney-in-Fact EDWARD E. MATTHEWS By: /s/ Bertil P-H Lundqvist, Attorney-in-Fact ----- Name: Bertil P-H Lundqvist, Attorney-in-Fact By: /s/ Leif B. King, Attorney-in-Fact ----- Name: Leif B. King, Attorney-in-Fact STARR INTERNATIONAL COMPANY, INC. By: /s/ Bertil P-H Lundqvist, Attorney-in-Fact ----- Name: Bertil P-H Lundqvist, Attorney-in-Fact By: /s/ Leif B. King, Attorney-in-Fact ----- Name: Leif B. King, Attorney-in-Fact C. V. STARR & CO., INC. By: /s/ Bertil P-H Lundqvist, Attorney-in-Fact ----- Name: Bertil P-H Lundqvist, Attorney-in-Fact By: /s/ Leif B. King, Attorney-in-Fact ----- Name: Leif B. King, Attorney-in-Fact UNIVERSAL FOUNDATION, INC. By: /s/ Bertil P-H Lundqvist, Attorney-in-Fact ----- Name: Bertil P-H Lundqvist, Attorney-in-Fact By: /s/ Leif B. King, Attorney-in-Fact ----- Name: Leif B. King, Attorney-in-Fact THE MAURICE R. AND CORINNE P. GREENBERG FAMILY FOUNDATION, INC. By: /s/ Bertil P-H Lundqvist, Attorney-in-Fact ----- Name: Bertil P-H Lundqvist, Attorney-in-Fact By: /s/ Leif B. King, Attorney-in-Fact ----- Name: Leif B. King, Attorney-in-Fact MAURICE R. AND CORINNE P. GREENBERG JOINT TENANCY COMPANY, LLC By: /s/ Bertil P-H Lundqvist, Attorney-in-Fact ----- Name: Bertil P-H Lundqvist, Attorney-in-Fact By: /s/ Leif B. King, Attorney-in-Fact ----- Name: Leif B. King, Attorney-in-Fact