

AETNA INC /PA/
Form 4
March 06, 2017

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 *
Bertolini Mark T

(Last) (First) (Middle)
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)
03/02/2017

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)
Chairman and CEO

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 (A) or (D) Price		
Common Stock	03/02/2017		M		8,358 (1)	A	(2) 308,066 D
Common Stock	03/02/2017		F		4,091 (3)	D	\$ 129.51 303,975 D
Common Stock	03/03/2017		M		9,549 (1)	A	(2) 313,524 D
Common Stock	03/03/2017		F		4,674 (3)	D	\$ 130.69 308,850 D
Common Stock	03/03/2017		M		83,034 (4)	A	(5) 391,884 D

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Common Stock	03/03/2017	F	40,638 <u>(6)</u>	D	\$ 130.69	351,246	D	
Common Stock						120,000	I	by Charitable Lead Annuity Trust ("CLAT") <u>(9)</u>
Common Stock						454,071	I	by Grantor Retained Annuity Trust ("GRAT") <u>(10)</u>

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.

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(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 (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	<u>(2)</u>	03/02/2017		M	8,358	<u>(7)</u> <u>(7)</u>	Common Stock	8,358
Restricted Stock Units	<u>(2)</u>	03/03/2017		M	9,549	<u>(7)</u> <u>(7)</u>	Common Stock	9,549
Performance Stock Units	<u>(5)</u>	03/03/2017		M	41,517	<u>(8)</u> <u>(8)</u>	Common Stock	41,517

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Bertolini Mark T
151 FARMINGTON AVENUE X
HARTFORD, CT 06156

Chairman and CEO

Signatures

Mark T. Bertolini by Judith H. Jones,
Attorney-in-Fact

03/06/2017

__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 Aetna Inc. 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 tax withholding on vesting of previously reported Restricted Stock Units.
- (4) Represents vesting of previously reported Performance Stock Units granted under the Plan.
- (5) Each Performance Stock Unit represents a right to receive up to two shares of Aetna Inc. Common Stock net of taxes.
- (6) Represents tax withholding on vesting of previously reported Performance Stock Units.
- (7) Restricted Stock Units granted under the Plan.
- (8) Performance Stock Units granted under the Plan.
- (9) Represents shares held in Charitable Lead Annuity Trust ("CLAT") where Mr. Bertolini is investment advisor.
- (10) Represents shares held in a Grantor Retained Annuity Trust ("GRAT") where Mr. Bertolini is sole trustee.

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.