

McCauley Frank G.
Form 4
December 11, 2012

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)
12/07/2012

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 below) ____ Other (specify 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)
Common Stock	12/07/2012		M	Amount 11,392 (1)	A (2) 14,482	D	
Common Stock	12/07/2012		F	5,036 D \$ 44.71	9,446	D	
Common Stock	12/07/2012		M	14,860 (3) A (4)	24,306	D	
Common Stock	12/07/2012		F	6,569 D \$ 44.71	17,737	D	
Common Stock					1,650.959 (7)	I	By 401(k) Plan

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance Stock Units	(2)	12/07/2012		M	5,696	(5) (5)	Common Stock 5,696
Market Stock Units	(4)	12/07/2012		M	12,768	(6) (6)	Common Stock 12,768

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

12/11/2012

**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 Performance Stock Units granted under the 2010 Stock Incentive Plan.
- (2) Each Performance Stock Unit represented a right to receive up to two shares of Aetna Inc. Common Stock net of taxes.
- (3) Represents vesting of previously reported Market Stock Units granted under the Aetna Inc. 2010 Stock Incentive Plan.
- (4) Each Market Stock Unit represented a right to receive up to 1.5 shares of Aetna Inc. Common Stock net of taxes. Vesting amount was determined based on the weighted average closing stock price for the thirty trading days prior to the vest date.

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- (5) Performance Stock Units granted under the Aetna Inc. 2010 Stock Incentive Plan.
- (6) Market Stock Units granted under the Aetna Inc. 2010 Stock Incentive Plan
- (7) Represents the pro rata portion of the stock portion of Aetna Common Stock Fund held by reporting person on November 30, 2012. The information is based on information provided by the Plan Trustee as of that date.

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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