**AETNA INC /PA/** Form 4 February 22, 2006

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number:

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

**COMMON** 

**SHARES** 

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> JORDAN MICHAEL H			Symbol	2. Issuer Name and Ticker or Trading Symbol AETNA INC /PA/ [AET]			5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Midd		arliest Tran	-	(Check all applicable) _X_ Director 10% Owner				
1357 PROSPECT ROAD			02/21/200	02/21/2006			Officer (give title Other (special below)			
	(Street)		4. If Amenda Filed(Month/		Original	6. Individual or J Applicable Line) _X_ Form filed by				
PITTSBUR	GH, PA 15227	7				Form filed by Person				
(City)	(State)	(Zip	Table I	- Non-Der	ivative Securities Ac	quired, Disposed o	of, or Beneficial	ly Owned		
1.Title of	2. Transaction	n Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/	(Month/Day/Year) E		Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect		
(Instr. 3)			any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial		
			(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership		
						Following	(Instr. 4)	(Instr. 4)		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Reported

Transaction(s)

(Instr. 3 and 4)

D

12,000 (1)

(A)

or

Code V Amount (D) Price

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of		6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDeri	onDerivative Expiration Date		ate	Underlying Securities	
Security	or Exercise		any	Code	Secu	Securities Acquired (Month/Day/Year)		(Instr. 3 and 4)		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	(A) or Disposed of					
	Derivative				(D)					
	Security				(Instr. 3, 4, and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Phantom Stock Units	<u>(2)</u>	02/21/2006		I		19,340.632	(3)(4)	(3)(4)	Common Stock	19,340.6

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>FB</b>	Director	10% Owner	Officer	Other			
JORDAN MICHAEL H 1357 PROSPECT ROAD PITTSBURGH, PA 15227	X						

## **Signatures**

MICHAEL H. JORDAN BY Paige L. Falasco, ATTORNEY IN
FACT
02/22/2006

\*\*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) ON FEBRUARY 17, 2006 AETNA INC.'S COMMON STOCK WAS SPLIT 2 FOR 1, RESULTING IN THE REPORTING PERSON'S ACQUISITION OF ADDITIONAL SHARES OF COMMON STOCK.
- (2) UNITS CONVERT TO COMMON STOCK ON A ONE FOR ONE BASIS
  - ${\tt VALUE\ OF\ UNITS\ ACCRUED\ TRANSFERRED\ TO\ A\ DEFERRED\ INTEREST\ ACCOUNT\ PURSUANT\ TO\ THE\ AETNA\ INC. }$
- (3) NON-EMPLOYEE DIRECTOR COMPENSATION PLAN (THE "PLAN") IN A DISCRETIONARY TRANSACTION IN ACCORDANCE WITH RULE 16b-3(f). THE UNITS HAVE BEEN ADJUSTED TO REFLECT THE COMPANY'S STOCK SPLIT ON FEBRUARY 17, 2006.
  - UNITS ACCRUED UNDER THE PLAN PURSUANT TO DEFERRAL OF DIRECTOR'S FEES. SUBJECT TO TERMS OF PLAN,
    UNITS MAY BE SETTLED IN A ETNA COMMON STOCK IN CASH OR A COMBINATION OF BOTH LIPON REPORTING
- (4) UNITS MAY BE SETTLED IN AETNA COMMON STOCK, IN CASH OR A COMBINATION OF BOTH UPON REPORTING PERSON'S RETIREMENT.

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.

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