AETNA INC /PA/ Form 4 February 12, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB 3235-0287

Number:

Expires:

January 31, 2005

0.5

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Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

2. Issuer Name and Ticker or Trading Symbol AETNA INC /PA/ [AET]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
3. Date of Earliest Transaction				
(Month/Day/Year) 02/11/2008	Director 10% Owner _X Officer (give title Other (specify below) Sr. VP & Chief Investment Off.			
4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	Symbol AETNA INC /PA/ [AET] 3. Date of Earliest Transaction (Month/Day/Year) 02/11/2008 4. If Amendment, Date Original			

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secui	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				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	02/11/2008		Code V M	Amount 5,873	(D)	Price (1)	0	D	
Common Stock	02/11/2008		F	1,903 (2)	D	\$ 50.11	95,362	D	
Common Stock							6,419 <u>(3)</u>	I	By 401(k) Plan

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

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number.

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. Transactic Code (Instr. 8)	5. Number proof 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)		8. Pr Deri Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (1)	02/11/2008		M	5,873	<u>(4)</u>	<u>(4)</u>	Common Stock	5,873	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HOLT TIMOTHY A
AETNA INC.
151 FARMINGTON AVENUE
HARTFORD, CT 06156

Sr. VP & Chief Investment Off.

Signatures

Timothy A. Holt by Judith H. Jones, Attorney -in-fact

02/12/2008

**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 Restricted Stock Unit represents a right to receive one share of Aetna Inc. Common Stock net of taxes.
- (2) Represents tax withholding on vesting of previously reported Restricted Stock Units.
- (3) Represents the pro rata portion of the stock portion of Aetna Common Stock Fund held by reporting person on January 31, 2008. The information is based on information provided by the Plan Trustee as of that date.
- (4) Restricted Stock Units granted under the Aetna Inc. 2000 Stock Incentive Plan, units vest in three annual installments beginning February 9, 2008.

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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