HARRINGTON RICHARD J

Form 4 January 04, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

obligations

may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

See Instruction 1(b).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(State)

HARRINGTON RICHARD J Issuer Symbol AETNA INC /PA/ [AET] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction 10% Owner

(Month/Day/Year) X_ Director Officer (give title 9 GREYSTONE FARM LANE 12/30/2011

below) (Street) 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

WESTPORT, CT 06880

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Person

1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) 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) Reported (A) Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

COMMON 414 D **STOCK**

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.

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

OMB APPROVAL

Other (specify

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Estimated average

burden hours per

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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	TransactionDerivative			Expiration Date		Underlying Securities		
Security	or Exercise		any	Code		Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8)	Acquired (A	A) or				
	Derivative					Disposed of	f (D)				
	Security					(Instr. 3, 4, and					
	•					5)					
				G 1			(D)	ъ.	.	TT: 1	
				Code	V	(A)	(D)	Date	Expiration	Title	Amoun
								Exercisable	Date		Numbe
											Shares
PHANTOM											
	(2)	10/20/2011				122 567		(1)	(1)	COMMON	420.5
STOCK	<u>(2)</u>	12/30/2011		Α		432.567		(1)	(1)	STOCK	432.5
UNITS (1)										STOCK	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HARRINGTON RICHARD J 9 GREYSTONE FARM LANE X WESTPORT, CT 06880

Signatures

RICHARD J. HARRINGTON, by Melinda

Westbrook 01/04/2012

**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).
 - UNITS ACCRUED UNDER THE AETNA INC. NON-EMPLOYEE DIRECTOR COMPENSATION PLAN (THE "PLAN")
- (1) PURSUANT TO DEFERRAL OF DIRECTOR FEES. SUBJECT TO TERMS OF PLAN, UNITS MAY BE SETTLED IN AETNA COMMON STOCK, IN CASH OR A COMBINATION OF BOTH UPON REPORTING PERSON'S RETIREMENT.
- (2) UNITS CONVERT TO COMMON STOCK ON A ONE-FOR-ONE BASIS.
- (3) INCLUDES 46.475 UNITS ACCRUED UNDER THE PLAN PURSUANT TO REINVESTMENT OF DIVIDEND EQUIVALENTS.

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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