Casazza William James Form 4

February 10, 2012

FORM 4 UNIT

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

Check this box if no longer subject to Section 16. Form 4 or

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

1(b).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Casazza William James Issuer Symbol AETNA INC /PA/ [AET] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify _X__ Officer (give title **AETNA INC., 151 FARMINGTON** 02/08/2012 below) **AVENUE** Sr. VP & General Counsel (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 HARTFORD, CT 06156 Person

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	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)	3. Transactic Code (Instr. 8)	4. Securit bor Dispos (Instr. 3, 4	ed of		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	02/08/2012		M	65,080 (1)	A	(2)	68,240	D	
Common Stock	02/08/2012		F	25,460 (3)	D	\$ 45.14	42,780	D	
Common Stock	02/08/2012		M	43,152 (4)	A	<u>(5)</u>	85,982	D	
Common Stock	02/08/2012		F	18,320 (6)	D	\$ 45.14	67,612	D	
Common Stock	02/10/2012		S	24,452	D	\$ 45.357 (7)	43,160	D	

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

Expires:

response...

Estimated average

burden hours per

Common Stock 3,879.288 (8) I By 401(k) Plan

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.

SEC 1474

(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. Transactic Code (Instr. 8)	5. Number of or 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
Market Stock Unit	(2)	02/08/2012		M	43,427	<u>(9)</u>	<u>(9)</u>	Common Stock	43,427
Performance Stock Unit	<u>(5)</u>	02/08/2012		M	21,576	(10)	(10)	Common Stock	21,576

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Casazza William James AETNA INC. 151 FARMINGTON AVENUE HARTFORD, CT 06156			Sr. VP & General Counsel				

Signatures

William J. Casazza by Judith H. Jones, Attorney
-in-fact
02/10/2012

**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 Market Stock Units granted under the Aetna Inc 2000 Stock Incentive Plan.

(2)

Reporting Owners 2

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Each Market Stock Unit represents 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.

- (3) Represents tax withholding on vesting of previously reported Market Stock Units.
- (4) Represents vesting of previously reported Performance Stock Units granted under the 2000 Stock Incentive 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) Average Sale Price. Range of sales was between \$45.2810 and \$45.4324.
- (8) Represents the pro rata portion of the stock portion of Aetna Common Stock Fund held by reporting person on January 31, 2012. The information is based on information provided by the Plan Trustee as of that date.
- (9) Market Stock Units granted under the Aetna Inc. 2000 Stock Incentive Plan.
- (10) Performance Stock Units granted under the Aetna Inc. 2000 Stock Incentive Plan.

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.