AETNA INC /PA/ Form 4 January 05, 2015

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:

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

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FARAH ROGER N			on * 2. Issuer No Symbol	2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
			AETNA II	NC /PA/	[AET]	(Chec	k all applicable)			
(Last)	(First)	(Middle	e) 3. Date of Ea	arliest Trans	saction					
			(Month/Day	Year)		_X_ Director		Owner		
TORY BURCH LLC, 11 WEST 19TH STREET			12/31/201	12/31/2014			title Othe below)	er (specify		
(Street)			4. If Amenda	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			Filed(Month/	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person			
NEW YORK, NY 10011							Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I	- Non-Deri	ivative Securities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of	2. Transaction	Date 2	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Y	ear) I	Execution Date, if	Transactio	nAcquired (A) or	Securities	Form: Direct	Indirect		
(Instr. 3)		a	any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial		

(Instr. 3) Code Disposed of (D) Beneficially (D) or (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Following (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price **COMMON**

STOCK

3,000 D

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)

Ownership

(Instr. 4)

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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 orDerivative Securities Acquired (A) or Disposed of (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(Α) (Γ	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
PHANTOM STOCK UNITS (1)	(2)	12/31/2014		A	303.951	(1)	<u>(1)</u>	COMMON STOCK	303.9

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
FARAH ROGER N TORY BURCH LLC 11 WEST 19TH STREET NEW YORK, NY 10011	X					

Signatures

ROGER N. FARAH, by Melinda Westbrook

01/05/2015

Date

**Signature of Reporting Person

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 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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