AETNA INC /PA/ Form 4 December 03, 2002

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 OMB APPROVAL

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				(C. (AET)			ly Aetna U. S.	Person(s) to Issuer (Check all applicable) Mathematical Director Day/Year Different (circumstitis below)			
				g Person,	Numbe	Mo	onth/Day/Year				
(Street) WASHINGTON, DC 20037						Da	te of Original (onth/Day/Year)	Form filed by More than One			
(State) (Z	Zip)	Ta	able	I Non-D	erivati	ve Sec	rities Acquired, Disposed of, or Beneficially Owned				
1. Title of Security 2. Trans- (Instr. 3) 2A. Deemed action Execution Date, (Month/ Day/ if any				(A) or Disp (Instr. 3, 4	osed c	of (D)	5. Amount of Securities Beneficially Owned Follow- ing Reported	Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
	Year)	Couc	•	Timount	or (D)		Transactions(s) (Instr. 3 & 4)				
	(Street) (State) (Z 2. Transaction Date (Month/ Day/	(Street) (State) (Zip) 2. Transaction Execution Date (Month/Day/Year) (Middle) (FE OFFICE BUILDLING AVENUE, N.W. SUITE 50 (Street) (Street) (State) (Zip) 2. Transaction Execution Date (Month/Day/Month/Day/	AETNA Heather (First) (Middle) 3. I.R.S of Repo if an ent AVENUE, N.W. SUITE 50 (Street) OC 20037 (State) (Zip) 2. Trans- action Execution Date Date, (Month/Day/ Year) (Month/Day/ Code I.R.S Of Repo if an ent 3. I.R.S of Repo if an ent 3. I.R.S of Repo if an ent action Code (Instr. 8) Code (Instr. 8) Code	(Street) (State) (Zip) (State) (Zi	AETNA INC. (AET) (Heathcare Inc. (First) (Middle) 3. I.R.S. Identification of Reporting Person, if an entity (voluntary) (Street) C 20037 (State) (Zip) Table I Non-D 2. Trans- 2A. Deemed action Execution Date Date, (Month/Day/ if any Year) (Month/Day/ Gode V Amount) (State) (AET) (Heathcare Inc. 3. I.R.S. Identification of Reporting Person, if an entity (voluntary) 4. Securities action (A) or Displayed (Instr. 3, 4) (Instr. 8) Code V Amount	AETNA INC. (AET) (PA - F Heathcare Inc. (First) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) (Street) (Street) (State) (Zip) Table I Non-Derivation Street in	AETNA INC. (AET) (PA - Former Heathcare Inc. (First) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) (Street) (Street) (State) (Zip) Table I Non-Derivative Section (A) or Disposed of (D) (Instr. 3, 4 & 5) (Month/Day/ Year) (Month/Day/ Year) (First) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) (Instr. 8) (Month/Day/ Year) (Month/Day/ Year)	AETNA INC. (AET) (PA - Formerly Aetna U. S. (First) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) (Street) (Street) (State) (Zip) (State) (Zip) 2. Trans- action Execution Date (Month/Day/ if any (Month/Day/ if any Year) (Month/Day/ Year) AETNA INC. (AET) (PA - Formerly Aetna U. S. 4. Statement for Month/Day/ Year and Month/Day/ Year) 5. If Amendment, Date of Original (Month/Day/Year) 5. Amount of Securities Acquired action (A) or Disposed of (D) Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3, 4 & 5) (Instr. 3, 4 & 7) Code V Amount (A) Price or Transactions(s) (Instr. 3, 3 & 4)	AETNA INC. (AET) (PA - Formerly Aetna U. S. Heathcare Inc. (First) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) (Street) DC 20037 Table I Non-Derivative Securities Acquired action Execution Execution Date Date, (Month/Day/ jf any Year) (Month/Day/ year) 2. Trans- 2A. Deemed action Execution Date Date, (Month/Day/ jf any Year) (Month/Day/ year) (Month/Day/ year) AETNA INC. (AET) (PA - Formerly Aetna U. S. Heathcare Inc. 4. Statement for Month/Day/Year 12/03/02 5. If Amendment, Date of Original (Check Applica X Form filed by Person Form filed by Reporting Person Source Securities Acquired Source Securities Acquired Source Securities Acquired Source Ship Form: Direct (D) Owned Follow- or Indirect (I) (Instr. 3, 4 & 5) Code V Amount (A) Price ing Reported Transactions(s) (Instr. 4) Table I Non-Derivative Securities Acquired Source Ship Form: Direct (D) or Indirect (I) (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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number

FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

(c.g., puts, cans, warrants, options, convertible securities)													
1. Title of Derivative	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and Amount	8. Price of	9. Number of	10.	1		
Security	sion or	Trans-	Deemed	Trans-	Number	and Expiration	of Underlying	Derivative	Derivative	Owner-	o		
	Exercise	action	Execution	action	of	Date	Securities	Security	Securities	ship	В		
(Instr. 3)	Price of	Date	Date,	Code	Derivati	(Month/Day/	(Instr. 3 & 4)	(Instr. 5)	Beneficially	Form	C		
	Derivative		if any		Securitie	Y ear)			Owned	of Deriv-	(]		
	Security	(Month/	(Month/	(Instr.	Acquire	d			Following	ative	i		
		Day/	Day/	8)	(A) or				Reported	Security:	i		
		Year)	Year)		Dispose	d			Transaction(s)	Direct	İ		
1	•	<u>I</u>		•	<u>l</u>			1			•		

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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					of (Ins (Ins 3, 4 5)	tr.						(D) or Indirect (I) (Instr. 4)
			Code	V	(A)		Exer-cisable	Expira- tion Date		Amount or Number of Shares		
DIRECTOR STOCK OPTION (RIGHT TO BUY) ⁽²⁾	\$35.78						[2]		COMMON SHARES	5,500	5,500	D
PHANTOM STOCK UNITS(3)	1 FOR 1	4/26/02	A	V	350		[3]		COMMON SHARES	350	8,284	D

Explanation of Responses:

(1) INCLUDES 7.799 SHARES ACQUIRED BY REPORTING PERSON ON NOVEMBER 29, 2002 PURSUANT TO DIVIDEND REINVESTMENT PROGRAM.

(2) PREVIOUSLY REPORTED. OPTION GRANTED UNDER THE AETNA INC. NON-EMPLOYEE DIRECTOR COMPENSATION PLAN (THE "PLAN") EXERCISEABLE ON JANUARY 25, 2003 (1,834 SHARES), JANUARY 25, 2004 (1,833 SHARES) AND JANUARY 25, 2005 (1,833 SHARES).

(3) UNITS HELD UNDER THE PLAN. 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.

By: /s/ <u>BARBARA HACKMAN FRANKLIN</u>, <u>BY PAIGE L.</u> <u>FALASCO</u>, ATTORNEY IN FACT

DECEMBER
3, 2002
Date

**Signature of Reporting Person

Note: File three copies of this Form, one of which must be manually signed.

If space is insufficient, See Instruction 6 for procedure.

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 Number.

^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).