

WILLIAMS RONALD A  
Form 4  
February 11, 2009

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WILLIAMS RONALD A**

(Last) (First) (Middle)

**AETNA INC., 151 FARMINGTON AVENUE**

(Street)

**HARTFORD, CT 06156**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**AETNA INC /PA/ [AET]**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/09/2009**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V Amount (A) or (D) Price			
Common Stock	02/09/2009		M	33,592 A <u>(1)</u>	0	D	
Common Stock	02/09/2009		F	11,001 <u>(2)</u> D \$ 34.21	0	D	
Common Stock	02/10/2009		M	85,650 A <u>(1)</u>	0	D	
Common Stock	02/10/2009		F	35,502 <u>(2)</u> D \$ 32.19	241,149 <u>(3)</u>	D	
Common Stock					10,000 <u>(4)</u>	I	By 2002 GRAT

Common Stock 65,000 <sup>(4)</sup> I By 2008 GRAT

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

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**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. Transaction Code (Instr. 8)	5. Number of 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. Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u>	02/09/2009		M	33,592	<u>(5)</u> <u>(5)</u>	Common Stock	33,592
Restricted Stock Unit	<u>(1)</u>	02/10/2009		M	85,650	<u>(5)</u> <u>(5)</u>	Common Stock	85,650

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS RONALD A AETNA INC. 151 FARMINGTON AVENUE HARTFORD, CT 06156	X		Chairman and CEO	

## Signatures

Ronald A. Williams by Judith H. Jones, Attorney-in-fact 02/11/2009  
 \*\*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 (RSUs).

## Edgar Filing: WILLIAMS RONALD A - Form 4

- Includes 120,000 shares held in the Williams Family Trust of which Mr. Williams and his spouse are sole trustees and beneficiaries, and
- (3) 454 shares acquired under the Aetna Inc. Employee Stock Purchase Plan. In addition, on 12/30/08 65,000 shares from sole account were voluntarily transferred to a 2008 Grantor Retained Annuity Trust.
  - (4) Shares held in Grantor Retained Annuity Trust of which Mr. Williams is the sole trustee.
  - (5) Restricted 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.

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