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WILLIAMS RO	ONALD A											
Form 4												
January 05, 201	0											
FORM 4	4									PPROVA	۹L	
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235	-0287	
Check this b	OX		Expires:	Janua								
if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWN							WNERSHIP OF	Estimated	averade	2005		
Section 16. SECURITIES									burden hou			
Form 4 or									response	•	0.5	
Form 5 obligations	^							nge Act of 1934,				
may continu See Instruction	e.			•		•	npany Act ny Act of 1	of 1935 or Secti 1940	on			
1(b).												
(Print or Type Resp	ponses)											
1. Name and Add	ress of Reporting	Person [*]	2. Issuer Name and Ticker or Trading					5. Relationship of Reporting Person(s) to				
WILLIAMS R		Symbol				U	Issuer					
		AMERICAN EXPRESS CO [AXP]					(Check all applicable)					
(Last)	(Last) (First) (Middle)			3. Date of Earliest Transaction				(Check an applicable)				
			(Month/Day/Year)					X Director 10% Owner				
AETNA INC., 151 FARMINGTON			12/31/2009			Officer (give title Other (specify below) below)						
AVENUE								below)	below)			
(Street)			4. If Amendment, Date Original				ıl	6. Individual or Joint/Group Filing(Check				
		Filed(Month/Day/Year)					Applicable Line)					
								X Form filed by Form filed by	One Reporting P More than One R			
HARTFORD,	CT 06156							Person		1 8		
(City)	(State)	(Zip)	Tab	ole I - Non-	Deri	ivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owne	d	
	Fransaction Date			Code Disposed of (D)				5. Amount of	6. Ownership	7. Nature of	e of	
Security (M (Instr. 3)	onth/Day/Year)								Form: Direct (D) or Indirect	Indirect	al	
(IIISU. 5)								Beneficially Owned	(I) or mullect	Ownersh		
								Following	(Instr. 4)	(Instr. 4)	-	
							(A)	Reported Transaction(s)				
				~			or	(Instr. 3 and 4)				
				Code V	An	nount	(D) Price	. ,				
Reminder: Report	on a separate line	e for each cl	ass of sec	urities bene	eficia	ally ow	ned directly	or indirectly.				
								spond to the colle		SEC 1474		
								tained in this forn ond unless the fo		(9-02)		
								ntly valid OMB co				

displays a currentl number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Se

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	,	or Dispose (D)	(Instr. 3, 4,					(Iı
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Share Equivalent Units	<u>(1)</u>	12/31/2009		А		549.43 (2)		(3)	(3)	Common Stock	549.43	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
WILLIAMS RONALD A AETNA INC. 151 FARMINGTON AVENUE HARTFORD, CT 06156	Х						
Signatures							
/s/ Michael G. Kuchs, attorney-in-fact		01/05/2010)				

<u>**</u>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) The Share Equivalent Units convert into common stock on a one-for-one basis.
- (2) The reported Share Equivalent Units were acquired pursuant to the Directors' Deferred Compensation Plan and will be settled in cash following termination of service as a Director.
- (3) The Share Equivalent Units are convertible immediately and have no expiration date.
- (4) Includes Share Equivalent Units acquired pursuant to a dividend reinvestment feature of the Directors' Deferred Compensation Plan and/or the 2003 Share Equivalent Unit Plan for Directors.

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.