

McCauley Frank G.
Form 3
March 07, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â McCauley Frank G. | | (Month/Day/Year) | AETNA INC /PA/ [AET] | |
| (Last) | (First) | (Middle) | 03/05/2012 | |
| AETNA INC.,Â 151 FARMINGTON AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| HARTFORD,Â CTÂ 06156 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Exec VP, Commercial Businesses | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 3,090 | D | Â |
| Common Stock | 1,632.6259 | I | By 401(k) Plan ⁽¹⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Market Stock Unit | Â (3) | Â (3) | Common Stock | 12,768 | \$ (2) | D | Â |
| Market Stock Unit | Â (4) | Â (4) | Common Stock | 13,238 | \$ (2) | D | Â |
| Market Stock Unit | Â (5) | Â (5) | Common Stock | 13,099 | \$ (2) | D | Â |
| Stock Appreciation Right (6) | 02/10/2007 | 02/10/2016 | Common Stock | 16,952 | \$ 50.205 | D | Â |
| Stock Appreciation Right (6) | 02/08/2009 | 02/08/2018 | Common Stock | 29,915 | \$ 50.7 | D | Â |
| Stock Appreciation Right (6) | 02/13/2010 | 02/13/2019 | Common Stock | 12,989 | \$ 32.11 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McCauley Frank G. AETNA INC. 151 FARMINGTON AVENUE HARTFORD, CT 06156 | Â | Â | Â Exec VP, Commercial Businesses | Â |

Signatures

Frank G. McCauley (by Judith H. Jones, Attorney in Fact) 03/07/2012

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 the pro rata portion of the stock portion of Aetna Common Stock Fund held by reporting person on February 29, 2012. The information is based on information provided by the Plan Trustee as of that date.
- (2) Each Market Stock Unit represents a right to receive up to 1.5 shares of Aetna Inc. Common Stock net of taxes. Vesting amount will be determined based on the weighted average closing stock price for the thirty trading days prior to the vest date.
- (3) Market Stock Unit granted under the Aetna Inc. 2010 Stock Incentive Plan, units will vest on December 7, 2012.
- (4) Market Stock Unit granted under the Aetna Inc. 2010 Stock Incentive Plan, units will vest on February 2, 2014.
- (5) Market Stock Unit granted under the Aetna Inc. 2010 Stock Incentive Plan, units will vest on February 2, 2015.
- (6) Stock Appreciation Right 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.