

AETNA INC /PA/
Form 4
March 22, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
POPIK WILLAIM C MD

(Last) (First) (Middle)

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)
03/18/2005

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)
Sr. VP & Chief Medical Officer

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/18/2005		M		60,000	A	\$ 17.89
Common Stock	03/18/2005		S(1)(2)		100	D	\$ 75.37
Common Stock	03/18/2005		S(1)(2)		700	D	\$ 75
Common Stock	03/18/2005		S(1)(2)		800	D	\$ 74.98
Common Stock	03/18/2005		S(1)(2)		800	D	\$ 74.9

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Common Stock	03/18/2005	<u>S(1)(2)</u>	900	D	\$ 74.85	0	D
Common Stock	03/18/2005	<u>S(1)(2)</u>	1,100	D	\$ 74.84	0	D
Common Stock	03/18/2005	<u>S(1)(2)</u>	1,400	D	\$ 74.8	0	D
Common Stock	03/18/2005	<u>S(1)(2)</u>	2,000	D	\$ 74.76	0	D
Common Stock	03/18/2005	<u>S(1)(2)</u>	300	D	\$ 74.68	0	D
Common Stock	03/18/2005	<u>S(1)(2)</u>	400	D	\$ 74.67	0	D
Common Stock	03/18/2005	<u>S(1)(2)</u>	400	D	\$ 74.61	0	D
Common Stock	03/18/2005	<u>S(1)(2)</u>	600	D	\$ 74.59	0	D
Common Stock	03/18/2005	<u>S(1)(2)</u>	1,300	D	\$ 74.55	0	D
Common Stock	03/18/2005	<u>S(1)(2)</u>	200	D	\$ 74.51	0	D
Common Stock	03/18/2005	<u>S(1)(2)</u>	600	D	\$ 74.5	0	D
Common Stock	03/18/2005	<u>S(1)(2)</u>	3,100	D	\$ 74.49	0	D
Common Stock	03/18/2005	<u>S(1)(2)</u>	1,900	D	\$ 74.44	0	D
Common Stock	03/18/2005	<u>S(1)(2)</u>	400	D	\$ 74.42	0	D
Common Stock	03/18/2005	<u>S(1)(2)</u>	2,400	D	\$ 74.41	0	D
Common Stock	03/18/2005	<u>S(1)(2)</u>	1,400	D	\$ 74.4	0	D
Common Stock	03/18/2005	<u>S(1)(2)</u>	200	D	\$ 74.39	0	D
Common Stock	03/18/2005	<u>S(1)(2)</u>	400	D	\$ 74.38	0	D
Common Stock	03/18/2005	<u>S(1)(2)</u>	2,600	D	\$ 74.36	0	D
Common Stock	03/18/2005	<u>S(1)(2)</u>	600	D	\$ 74.33	0	D
	03/18/2005	<u>S(1)(2)</u>	400	D		0	D

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Common Stock					\$			
					74.31			
Common Stock	03/18/2005		<u>S(1)(2)</u>	600	D	\$	0	D
						74.29		
Common Stock	03/18/2005		<u>S(1)(2)</u>	100	D	\$	0	D
						74.27		
Common Stock	03/18/2005		<u>S(1)(2)</u>	1,000	D	\$	0	D
						74.24		
Common Stock	03/18/2005		<u>S(1)(2)</u>	700	D	\$	0	D
						74.23		

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

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SEC 1474
(9-02)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option ⁽³⁾	\$ 17.89	03/18/2005		M		07/25/2002	01/25/2007	Common Stock	18,830
Employee Stock Option ⁽³⁾	\$ 17.89	03/18/2005		M		01/25/2003	01/25/2012	Common Stock	41,170

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POPIK WILLAIM C MD 151 FARMINGTON AVENUE HARTFORD, CT 06156			Sr. VP & Chief Medical Officer	

Signatures

William C. Popik by Judith H. Jones,
Attorney-in-Fact

03/22/2005

__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 sale reported was effected pursuant to a 10b5-1 trading plan adopted by the reporting person on February 18, 2005.
- (2) THIS IS FORM 1 OF 4. The number of individual Table I line entries making up the sale reported exceeds the EDGAR system's limitations and, therefore, this filing is being made in four parts.
- (3) This option has been adjusted to reflect the Company's 2-for-1 stock split on March 11, 2005.
- (4) Total holdings reported on Form four of four.

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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