

Bertolini Mark T
Form 4
March 06, 2018

FORM 4

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

OMB APPROVAL

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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 *
Bertolini Mark T

(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)
03/02/2018

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	03/02/2018		M		8,358 (1)	A	(2) 285,207	D	
Common Stock	03/02/2018		F		3,791 (3)	D	\$ 177.53	281,416	D
Common Stock	03/02/2018		M		41,195 (4)	A	(5) 322,611	D	
Common Stock	03/02/2018		F		18,683 (6)	D	\$ 177.53	303,928	D
Common Stock							119,447	I	By CLAT (7)

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Common Stock	295,436	I	By 2016 GRAT ⁽⁸⁾
Common Stock	158,635	I	By 2017 GRAT ⁽⁹⁾
Common Stock	107,576	I	By 2017 GRAT II ⁽¹⁰⁾

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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Restricted Stock Units	<u>(2)</u>	03/02/2018		M	8,358	<u>(11)</u> <u>(11)</u>	Common Stock	8,358
Performance Stock Units	<u>(5)</u>	03/02/2018		M	34,329	<u>(12)</u> <u>(12)</u>	Common Stock	34,329
Restricted Stock Units	<u>(2)</u>	03/02/2018		A	76,044	<u>(13)</u> <u>(13)</u>	Common Stock	76,044
Restricted Stock Units	<u>(2)</u>	03/02/2018		A	17,572	<u>(14)</u> <u>(14)</u>	Common Stock	17,572

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bertolini Mark T 151 FARMINGTON AVENUE HARTFORD, CT 06156	X		Chairman and CEO	

Signatures

Mark T. Bertolini by Judith H. Jones,
Attorney-in-Fact

03/06/2018

__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) Represents vesting of previously reported Restricted Stock Units ("RSUs") granted under the Aetna Inc. 2010 Stock Incentive Plan (the "Plan").
- (2) Each RSU represents a right to receive one share of Aetna Inc. Common Stock net of taxes.
- (3) Represents tax withholding on vesting of previously reported RSUs.
- (4) Represents vesting of previously reported Performance Stock Units ("PSUs") granted under the Plan.
- (5) Each PSU represents a right to receive up to two shares of Aetna Inc. Common Stock net of taxes.
- (6) Represents tax withholding on vesting of previously reported PSUs.
- (7) Represents shares held in Charitable Lead Annuity Trust ("CLAT") where Reporting Person is investment advisor.
- (8) Represents shares held by 2016 Grantor Retained Annuity Trust ("GRAT") where Reporting Person is sole trustee.
- (9) Represents shares held by 2017 GRAT where Reporting Person is sole trustee.
- (10) Represents shares held by 2017 GRAT II where Reporting Person is sole trustee.
- (11) RSUs granted under the Plan.
- (12) PSUs granted under the Plan.
- (13) RSUs granted under the Plan vest in three annual installments beginning December 2, 2018.
- (14) RSUs granted under the Plan vest in three annual installments beginning March 2, 2019.

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.