

AETNA INC /PA/
Form 11-K
June 30, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 11-K
(Mark One):

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission file number 1-16095

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Aetna Affiliate 401(k) Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Aetna Inc.
151 Farmington Avenue
Hartford, Connecticut 06156

REQUIRED INFORMATION

1. Financial Statements and Schedules (and Notes thereto)
2. Consent of Independent Registered Public Accounting Firm to Incorporation By Reference (attached)

SIGNATURES

Aetna Affiliate 401(k) Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrators have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Aetna Affiliate 401(k) Plan

Date: June 30, 2014

By:

/s/ Deanna Fidler

Name: Deanna Fidler

Title: Executive Vice President, Human Resources

AETNA AFFILIATE 401(k) PLAN
Financial Statements and Supplemental Schedule
December 31, 2013
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Note: The following schedules are required by Section 103 of the Employee Retirement Income Security Act of 1974, but have not been included as they are not applicable:

- § Schedule of Investment Assets (Both Acquired and Disposed of Within the Plan Year)
 - § Schedule of Reportable Transactions
 - ¶ Nonexempt Transactions
 - § Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible
 - § Schedule of Leases in Default or Classified as Uncollectible
-

Report of Independent Registered Public Accounting Firm
The Plan Administrator
Aetna Affiliate 401(k) Plan:

We have audited the accompanying statement of net assets available for benefits of Aetna Affiliate 401(k) Plan (the Plan) as of December 31, 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2013, and the changes in net assets available for benefits for the year ended December 31, 2013, in conformity with accounting principles generally accepted in the United States of America.

Our audit was performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule of Assets (Held at End of Year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ KPMG LLP

Hartford, Connecticut
June 30, 2014

AETNA AFFILIATE 401(k) PLAN
 Statements of Net Assets Available for Benefits
 December 31, 2013

	2013
Assets:	
Investments at fair value:	
Plan interest in Aetna 401(k) Master Trust (note 3)	\$ 67,338,799
Total investments	67,338,799
Participant loans	1,518,337
Receivables:	
Employer contributions	110,503
Employee contributions	178,826
Total receivables	289,329
Total assets	69,146,465
Liabilities:	
Accrued expenses	—
Total liabilities	—
Net assets reflecting all investments at fair value	69,146,465
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(133,567)
Net assets available for benefits	\$ 69,012,898

See accompanying notes to the financial statements.

AETNA AFFILIATE 401(k) PLAN
 Statement of Changes in Net Assets Available for Benefits
 Year ended December 31, 2013

Additions to assets attributed to	
Investment income:	
Income from investment in Aetna 401(k) Master Trust (note 3)	\$ 7,302,424
Interest income from participant loans	36,797
Contributions:	
Participant	6,579,253
Employer	2,084,653
Total contributions	8,663,906
Total additions	16,003,127
Deductions:	
Benefits paid to participants	3,986,338
Administrative expenses	8,427
Total deductions	3,994,765
Net increase	12,008,362
Transfer from other plans (note 11)	57,004,536
Net assets available for benefits:	
Beginning of year	—
End of year	\$ 69,012,898

See accompanying notes to the financial statements.

AETNA AFFILIATE 401(k) PLAN
Notes to Financial Statements
December 31, 2013

(1) Description of Plan

The following description of the Aetna Affiliate 401(k) Plan (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

(a) General

In June 2011, Aetna Inc. (the Company) acquired Prodigy Health Group, Inc. (Prodigy), a third-party administrator of self-funded health care plans. Effective January 1, 2013, Aetna Affiliate 401(k) Plan, a participant-directed defined contribution plan, was established as a voluntary savings plan that provides retirement income to eligible employees who are U.S. employees employed by Prodigy. Employees of Prodigy are immediately eligible for plan participation upon the employee's employment commencement date. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

(b) Administration

The Plan has multiple investment options for eligible employees. The Plan's recordkeeper is ING Institutional Plan Services, LLC (ING IPS). The trustee of the Plan is State Street Bank and Trust Company (State Street). Effective January 1, 2013, the Company entered into a master trust agreement with State Street and established the Aetna 401(k) Master Trust (Master Trust). Collectively, the Master Trust serves as the funding vehicle for the Aetna 401(k) Plan and the Aetna Affiliate 401(k) Plan. Each participating retirement plan has a divided interest in the individual assets of the Master Trust based upon participant direction.

(c) Contributions

Eligible Automatic Contribution Arrangement

Under the eligible automatic contribution arrangement in the Plan, all eligible employees of Prodigy, who were not currently in the Plan and who have not made an election not to enroll in the Plan, are automatically enrolled into the Plan. In addition, new and rehired employees will be automatically enrolled within ten days of their hire date. All employees will be automatically enrolled in the Plan at a 3% pre-tax contribution rate unless the employee chooses a different rate or opts out of participation. Auto-enrolled participants will have the automatic rate escalator feature enabled, which will automatically increase the pre-tax contribution rate by 1% each year to a maximum of 6% of eligible pay. To the extent that no investment election is made, contributions will be invested in the Target Retirement Fund that most closely matches the participant's Social Security full retirement age. Participants may choose to change their contribution rate or reallocate their contributions among other investment funds available in the Plan.

Participant Contributions

Nonhighly compensated employees may elect to contribute 1% to 40% of their eligible pay on a pre-tax basis and/or on an after-tax basis as a Roth 401(k) contribution. Participants may also contribute 1% to 5% of their eligible pay on an after-tax basis as a traditional (non Roth account) after-tax contribution.

AETNA AFFILIATE 401(k) PLAN
Notes to Financial Statements
December 31, 2013

Highly compensated employees¹ may elect to contribute 1% to 20% of their eligible pay on a pre-tax basis and/or on an after-tax basis as a Roth 401(k) contribution, but are not allowed to make traditional after-tax contributions. Eligible participants may contribute both pre-tax and Roth 401(k) contributions up to a combined maximum of \$17,500 in 2013 in accordance with the Internal Revenue Code (IRC) qualified retirement plan limits.

Employees age 50 and older are allowed to make an additional pre-tax contribution or Roth 401(k) contribution, or both, to the Plan over and above the IRS plan limits. The maximum amount allowed for catch-up contributions was \$5,500 for tax year ended December 31, 2013.

Lastly, participants may contribute amounts representing eligible rollover distributions from eligible retirement plans. These rollover amounts are considered to be participant contributions.

Employer Contributions

Participants are immediately eligible to receive a 50% employer company match contribution on the first 6% of eligible pay contributed to the Plan on a pre-tax and/or Roth 401(k) basis. The matching contributions are made in cash and invested according to each participant's investment elections.

Participant pre-tax contributions and employer contributions, and earnings thereon, are not taxed until withdrawal. Contributions are funded after each bi-weekly payroll cycle.

(d) Participant Investment Elections

Participants may direct their investment contributions and employer contributions among twenty investment options offered by the Plan. The twenty investment options currently offered include seven investment funds, ten target retirement funds, Stable Value Option (SVO), Aetna Common Stock Fund, and a self-directed account. Participants are allowed to change their investment options subject to certain restrictions. For example, certain investment funds are subject to a 30-day transfer restriction, which prevents a participant from transferring assets back into the same fund that assets were recently sold from for a period of 30 days. In addition, participant elections to invest in the Aetna Common Stock Fund are limited to no more than 20% of the participant's account balance.

(e) Participant Accounts

On a bi-weekly basis, each contributing participant's account is credited with the participant's contribution and the Company match. Earnings on investments are allocated based on account balances and are credited daily. Investment fund earnings are net of expenses.

(f) Vesting

Participants are vested in their deferral contributions plus actual earnings thereon. Participants are also immediately vested in the Company's matching contributions and earnings on those contributions.

¹ Employees whose prior-year eligible compensation exceeded \$115,000 for plan year 2013.

AETNA AFFILIATE 401(k) PLAN
Notes to Financial Statements
December 31, 2013

(g) Participant Loans

Participants may borrow from their plan account the lesser of \$50,000 or 50% of the current value of their vested account balances. Loans bear interest at prime plus 1% at the time granted. A \$50 per loan origination fee is charged to participants upon withdrawal. The amounts held for loans receivable are stated at amortized cost. As of December 31, 2013 interest rates on loans outstanding range from 3.25% to 7.25%.

(h) Payment of Benefits

On termination of service, a participant with a vested account greater than \$5,000 may elect to take a lump sum distribution or roll over their account balance to another qualified plan or Individual Retirement Account (IRA), or may defer payment to a later date. Participants with a vested interest of \$5,000 or less may elect to take a lump sum distribution or roll over their account balance to another qualified plan or IRA. Participants who do not make an election with balances ranging from \$1,000 to \$5,000 will automatically have their balances rolled over to a traditional/Roth IRA.

(i) Participant Forfeitures

Forfeitures that occur may vary from year to year depending upon various plan activities such as forfeited accounts transferred to the Plan from acquired companies, and vesting rules regarding former performance-based match programs. If a participant terminates employment without being fully vested, any unvested Company contributions (and earnings thereon) will be forfeited in accordance with the Plan's terms. For the year ended December 31, 2013 forfeited nonvested accounts totaled approximately \$1,725. These forfeitures were or will be used to reduce future employer contributions or to offset plan expenses. In 2013, forfeited nonvested accounts offset employer contributions by \$36,720. Forfeitures are invested in the SVO fund (for additional information refer to note 5).

(j) Employee Stock Ownership Plan

The portion of the Plan invested in the Aetna Common Stock Fund is designated as an employee stock ownership plan (ESOP). Under the ESOP, a participant can elect to receive, in cash, dividends that are paid on stock in the Aetna Common Stock Fund.

(2) Summary of Accounting Policies

(a) Basis of Presentation

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles (GAAP). The Company has evaluated subsequent events from the balance sheet date through the date the financial statements were issued and determined there were no other items to disclose.

Investment contracts are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the

AETNA AFFILIATE 401(k) PLAN
Notes to Financial Statements
December 31, 2013

adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared using the contract value basis for fully benefit-responsive investment contracts.

(b) Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in these financial statements and accompanying notes. Accordingly, actual results may differ from reported results using those estimates.

(c) Investment Valuation and Income Recognition

Plan assets are held in the Master Trust, which is maintained by State Street, the trustee. The Master Trust investments are stated at fair value which is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Master Trust investments, investment returns, and plan expenses are allocated to participating plans based on the underlying equity of each plan in each investment fund administered through the Master Trust. All allocations are participant-directed.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) in fair value of investments represents both realized and unrealized gains and losses. Refer to note 4, Fair Value Measurements, for further information related to the valuation of Master Trust investments.

(d) Plan Expenses

Investment management and advisory fees are deducted from fund earnings. Administrative expenses relating to plan administration, trustee, accounting and legal fees are charged based on a percentage of the Plan's assets and allocated to each of the investment options.

(e) Payment of Benefits

Benefits are recorded when paid. Benefit amounts due to participants are not reflected as liabilities but as a component of net assets available for benefits.

(f) Recent Accounting Pronouncement

In July 2013, the FASB issued ASU 2013-09, Fair Value Measurement (Topic 820): Deferral of the Effective Date of Certain Disclosures for Nonpublic Employee Benefit Plans in Update No. 2011-04. This ASU defers indefinitely the effective date of certain disclosures that would have been required under ASU 2011-04, Fair Value Measurements (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. Specifically, ASU 2013-09 defers indefinitely the effective date of disclosures of quantitative information about the significant unobservable inputs used in Level 3 fair value measurements for investments held by a nonpublic employee benefit plan in its plan sponsor's own nonpublic entity equity securities, including equity securities of its plan sponsor's nonpublic affiliated entities. ASU 2013-09 does not

AETNA AFFILIATE 401(k) PLAN
 Notes to Financial Statements
 December 31, 2013

defer the effective date for quantitative disclosures for other nonpublic entity equity securities held in the nonpublic employee benefit plan or for the qualitative disclosures that ASU 2011-04 requires. ASU 2013-09 is effective upon issuance for financial statements that have not been issued. The Plan's management believes the adoption of ASU 2013-09 does not have material impact on its financial statements.

(3) Investments in Master Trust

7 Advisory Vote on Say on Pay Frequency One Year One Year Management

CARDINAL HEALTH, INC.

Ticker: CAH Security ID: 14149Y108

Meeting Date: NOV 03, 2010 Meeting Type: Annual

Record Date: SEP 07, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Colleen F. Arnold	For	For	Management
2	Elect Director George S. Barrett	For	For	Management
3	Elect Director Glenn A. Britt	For	For	Management
4	Elect Director Carrie S. Cox	For	For	Management
5	Elect Director Calvin Darden	For	For	Management
6	Elect Director Bruce L. Downey	For	For	Management
7	Elect Director John F. Finn	For	For	Management
8	Elect Director Gregory B. Kenny	For	For	Management
9	Elect Director James J. Mongan	For	For	Management
10	Elect Director Richard C. Notebaert	For	For	Management

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11	Elect Director David W. Raisbeck	For	For	Management
12	Elect Director Jean G. Spaulding	For	For	Management
13	Ratify Auditors	For	For	Management
14	Permit Board to Amend Bylaws Without Shareholder Consent	For	Against	Management
15	Performance-Based Equity Awards	Against	For	Shareholder
16	Require Independent Board Chairman	Against	For	Shareholder
17	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder

CEPHALON, INC.

Ticker: CEPH Security ID: 156708109

Meeting Date: MAY 10, 2011 Meeting Type: Annual

Record Date: MAR 14, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director J. Kevin Buchi	For	For	Management
2	Elect Director William P. Egan	For	For	Management
3	Elect Director Martyn D. Greenacre	For	For	Management
4	Elect Director Charles J. Homcy	For	For	Management
5	Elect Director Vaughn M. Kailian	For	For	Management
6	Elect Director Kevin E. Moley	For	For	Management
7	Elect Director Charles A. Sanders	For	For	Management
8	Elect Director Gail R. Wilensky	For	For	Management

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9	Elect Director Dennis L. Winger	For	For	Management
10	Amend Omnibus Stock Plan	For	For	Management
11	Ratify Auditors	For	For	Management
12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
13	Advisory Vote on Say on Pay Frequency	Two Years	One Year	Management

CHEVRON CORPORATION

Ticker: CVX Security ID: 166764100

Meeting Date: MAY 25, 2011 Meeting Type: Annual

Record Date: APR 01, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director L.F. Deily	For	For	Management
2	Elect Director R.E. Denham	For	For	Management
3	Elect Director R.J. Eaton	For	For	Management
4	Elect Director C. Hagel	For	For	Management
5	Elect Director E. Hernandez	For	For	Management
6	Elect Director G.L. Kirkland	For	For	Management
7	Elect Director D.B. Rice	For	For	Management
8	Elect Director K.W. Sharer	For	For	Management
9	Elect Director C.R. Shoemate	For	For	Management
10	Elect Director J.G. Stumpf	For	For	Management
11	Elect Director R.D. Sugar	For	For	Management

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12	Elect Director C. Ware	For	For	Management
13	Elect Director J.S. Watson	For	For	Management
14	Ratify Auditors	For	For	Management
15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
16	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
17	Request Director Nominee with Environmental Qualifications	Against	Against	Shareholder
18	Amend Bylaws to Establish a Board Committee on Human Rights	Against	Abstain	Shareholder
19	Include Sustainability as a Performance Measure for Senior Executive Compensation	Against	Abstain	Shareholder
20	Adopt Guidelines for Country Selection	Against	Abstain	Shareholder
21	Report on Financial Risks of Climate Change	Against	Abstain	Shareholder
22	Report on Environmental Impacts of Natural Gas Fracturing	Against	Abstain	Shareholder
23	Report on Offshore Oil Wells and Spill Mitigation Measures	Against	Abstain	Shareholder

CIGNA CORPORATION

Ticker: CI Security ID: 125509109

Meeting Date: APR 27, 2011 Meeting Type: Annual

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Record Date: FEB 28, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Roman Martinez IV	For	For	Management
2	Elect Director Carol Cox Wait	For	For	Management
3	Elect Director William D. Zollars	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
5	Advisory Vote on Say on Pay Frequency	Three Years	One Year	Management
6	Ratify Auditors	For	For	Management
7	Amend Omnibus Stock Plan	For	For	Management

CISCO SYSTEMS, INC.

Ticker: CSCO Security ID: 17275R102

Meeting Date: NOV 18, 2010 Meeting Type: Annual

Record Date: SEP 20, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Carol A. Bartz	For	For	Management
2	Elect Director M. Michele Burns	For	For	Management
3	Elect Director Michael D. Capellas	For	For	Management
4	Elect Director Larry R. Carter	For	For	Management
5	Elect Director John T. Chambers	For	For	Management

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6	Elect Director Brian L. Halla	For	For	Management
7	Elect Director John L. Hennessy	For	For	Management
8	Elect Director Richard M. Kovacevich	For	For	Management
9	Elect Director Roderick C. Mcgeary	For	For	Management
10	Elect Director Michael K. Powell	For	For	Management
11	Elect Director Arun Sarin	For	For	Management
12	Elect Director Steven M. West	For	For	Management
13	Elect Director Jerry Yang	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
15	Ratify Auditors	For	For	Management
16	Amend Bylaws to Establish a Board Committee on Environmental Sustainability	Against	Abstain	Shareholder
17	Report on Internet Fragmentation	Against	Against	Shareholder
18	Adopt Policy Prohibiting Sale of Products in China if they Contribute to Human Rights Abuses	Against	Abstain	Shareholder

CITIGROUP INC.

Ticker: C Security ID: 172967101

Meeting Date: APR 21, 2011 Meeting Type: Annual

Record Date: FEB 22, 2011

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Alain J.P. Belda	For	For	Management
2	Elect Director Timothy C. Collins	For	For	Management
3	Elect Director Jerry A. Grundhofer	For	For	Management
4	Elect Director Robert L. Joss	For	For	Management
5	Elect Director Michael E. O'Neill	For	For	Management
6	Elect Director Vikram S. Pandit	For	For	Management
7	Elect Director Richard D. Parsons	For	For	Management
8	Elect Director Lawrence R. Ricciardi	For	For	Management
9	Elect Director Judith Rodin	For	For	Management
10	Elect Director Robert L. Ryan	For	For	Management
11	Elect Director Anthony M. Santomero	For	For	Management
12	Elect Director Diana L. Taylor	For	For	Management
13	Elect Director William S. Thompson, Jr.	For	For	Management
14	Elect Director Ernesto Zedillo	For	For	Management
15	Ratify Auditors	For	For	Management
16	Amend Omnibus Stock Plan	For	For	Management
17	Approve Executive Incentive Bonus Plan	For	For	Management
18	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
19	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
20	Approve Reverse Stock Split	For	For	Management
21	Affirm Political Non-Partisanship	Against	Against	Shareholder
22	Report on Political Contributions	Against	Against	Shareholder
23	Report on Restoring Trust and Confidence in the Financial System	Against	Against	Shareholder
24	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder

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25 Require Audit Committee Review and Against Against Shareholder
 Report on Controls Related to Loans,
 Foreclosure and Securitizations

 COACH, INC.

Ticker: COH Security ID: 189754104

Meeting Date: NOV 03, 2010 Meeting Type: Annual

Record Date: SEP 07, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Lew Frankfort	For	For	Management
1.2	Elect Director Susan Kropf	For	For	Management
1.3	Elect Director Gary Loveman	For	For	Management
1.4	Elect Director Ivan Menezes	For	For	Management
1.5	Elect Director Irene Miller	For	For	Management
1.6	Elect Director Michael Murphy	For	For	Management
1.7	Elect Director Jide Zeitlin	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	Against	Management
4	Adopt Policy on Ending Use of Animal Fur in Products	Against	Abstain	Shareholder

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COCA-COLA ENTERPRISES INC.

Ticker: CCE Security ID: 191219104

Meeting Date: OCT 01, 2010 Meeting Type: Special

Record Date: AUG 24, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Merger Agreement	For	For	Management
2	Adjourn Meeting	For	For	Management

COMCAST CORPORATION

Ticker: CMCSA Security ID: 20030N101

Meeting Date: MAY 11, 2011 Meeting Type: Annual

Record Date: MAR 08, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director S. Decker Anstrom	For	For	Management
1.2	Elect Director Kenneth J. Bacon	For	Withhold	Management
1.3	Elect Director Sheldon M. Bonovitz	For	For	Management
1.4	Elect Director Edward D. Breen	For	For	Management
1.5	Elect Director Joseph J. Collins	For	For	Management
1.6	Elect Director J. Michael Cook	For	For	Management
1.7	Elect Director Gerald L. Hassell	For	For	Management

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1.8	Elect Director Jeffrey A. Honickman	For	For	Management
1.9	Elect Director Eduardo G. Mestre	For	For	Management
1.10	Elect Director Brian L. Roberts	For	For	Management
1.11	Elect Director Ralph J. Roberts	For	For	Management
1.12	Elect Director Judith Rodin	For	Withhold	Management
2	Ratify Auditors	For	For	Management
3	Approve Nonqualified Employee Stock Purchase Plan	For	For	Management
4	Amend Restricted Stock Plan	For	For	Management
5	Amend Stock Option Plan	For	For	Management
6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
7	Advisory Vote on Say on Pay Frequency	Three Years	One Year	Management
8	Provide for Cumulative Voting	Against	For	Shareholder
9	Require Independent Board Chairman	Against	For	Shareholder

COMPUTER SCIENCES CORPORATION

Ticker: CSC Security ID: 205363104

Meeting Date: AUG 09, 2010 Meeting Type: Annual

Record Date: JUN 14, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Irving W. Bailey, II	For	For	Management

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1.2	Elect Director David J. Barram	For	For	Management
1.3	Elect Director Stephen L. Baum	For	For	Management
1.4	Elect Director Rodney F. Chase	For	For	Management
1.5	Elect Director Judith R. Haberkorn	For	For	Management
1.6	Elect Director Michael W. Laphen	For	For	Management
1.7	Elect Director F. Warren McFarlan	For	For	Management
1.8	Elect Director Chong Sup Park	For	For	Management
1.9	Elect Director Thomas H. Patrick	For	For	Management
2	Eliminate Cumulative Voting	For	For	Management
3	Adopt Majority Voting for Uncontested	For	For	Management
	Election of Directors			
4	Approve Non-Employee Director	For	For	Management
	Restricted Stock Plan			
5	Ratify Auditors	For	For	Management

CONAGRA FOODS, INC.

Ticker: CAG Security ID: 205887102

Meeting Date: SEP 24, 2010 Meeting Type: Annual

Record Date: AUG 02, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Mogens C. Bay	For	For	Management
1.2	Elect Director Stephen G. Butler	For	For	Management
1.3	Elect Director Steven F. Goldstone	For	For	Management

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1.4	Elect Director Joie A. Gregor	For	For	Management
1.5	Elect Director Rajive Johri	For	For	Management
1.6	Elect Director W.G. Jurgensen	For	Withhold	Management
1.7	Elect Director Richard H. Lenny	For	For	Management
1.8	Elect Director Ruth Ann Marshall	For	For	Management
1.9	Elect Director Gary M. Rodkin	For	For	Management
1.10	Elect Director Andrew J. Schindler	For	For	Management
1.11	Elect Director Kenneth E. Stinson	For	For	Management
2	Ratify Auditors	For	For	Management

CONOCOPHILLIPS

Ticker: COP Security ID: 20825C104

Meeting Date: MAY 11, 2011 Meeting Type: Annual

Record Date: MAR 14, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Richard L. Armitage	For	For	Management
2	Elect Director Richard H. Auchinleck	For	For	Management
3	Elect Director James E. Copeland, Jr.	For	For	Management
4	Elect Director Kenneth M. Duberstein	For	For	Management
5	Elect Director Ruth R. Harkin	For	For	Management
6	Elect Director Harold W. McGraw III	For	For	Management
7	Elect Director James J. Mulva	For	For	Management
8	Elect Director Robert A. Niblock	For	For	Management

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9	Elect Director Harald J. Norvik	For	For	Management
10	Elect Director William K. Reilly	For	For	Management
11	Elect Director Victoria J. Tschinkel	For	For	Management
12	Elect Director Kathryn C. Turner	For	For	Management
13	Elect Director William E. Wade, Jr.	For	For	Management
14	Ratify Auditors	For	Against	Management
15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
16	Advisory Vote on Say on Pay Frequency	None	One Year	Management
17	Approve Omnibus Stock Plan	For	For	Management
18	Amend EEO Policy to Prohibit Discrimination based on Gender Identity	Against	Abstain	Shareholder
19	Report on Political Contributions	Against	Against	Shareholder
20	Report on Lobbying Expenses	Against	Against	Shareholder
21	Report on Accident Risk Reduction Efforts	Against	Abstain	Shareholder
22	Adopt Policy to Address Coastal Louisiana Environmental Impacts	Against	Abstain	Shareholder
23	Adopt Quantitative GHG Goals for Products and Operations	Against	Abstain	Shareholder
24	Report on Financial Risks of Climate Change	Against	Abstain	Shareholder
25	Report on Environmental Impact of Oil Sands Operations in Canada	Against	Abstain	Shareholder

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DELL INC.

Ticker: DELL Security ID: 24702R101

Meeting Date: AUG 12, 2010 Meeting Type: Annual

Record Date: MAY 21, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James W. Breyer	For	For	Management
1.2	Elect Director Donald J. Carty	For	For	Management
1.3	Elect Director Michael S. Dell	For	For	Management
1.4	Elect Director William H. Gray, III	For	For	Management
1.5	Elect Director Judy C. Lewent	For	For	Management
1.6	Elect Director Thomas W. Luce, III	For	For	Management
1.7	Elect Director Klaus S. Luft	For	For	Management
1.8	Elect Director Alex J. Mandl	For	For	Management
1.9	Elect Director Shantanu Narayen	For	For	Management
1.10	Elect Director Sam Nunn	For	For	Management
1.11	Elect Director H. Ross Perot, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Reduce Supermajority Vote Requirement	For	For	Management
4	Reimburse Proxy Contest Expenses	Against	Against	Shareholder
5	Advisory Vote to Ratify Named Executive Officers' Compensation	Against	For	Shareholder

 DEVON ENERGY CORPORATION

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Ticker: DVN Security ID: 25179M103

Meeting Date: JUN 08, 2011 Meeting Type: Annual

Record Date: APR 11, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Robert H. Henry	For	Withhold	Management
1.2	Elect Director John A. Hill	For	For	Management
1.3	Elect Director Michael M. Kanovsky	For	For	Management
1.4	Elect Director Robert A. Mosbacher, Jr	For	For	Management
1.5	Elect Director J. Larry Nichols	For	For	Management
1.6	Elect Director Duane C. Radtke	For	For	Management
1.7	Elect Director Mary P. Ricciardello	For	For	Management
1.8	Elect Director John Richels	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
3	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
4	Reduce Supermajority Vote Requirement	For	For	Management
5	Amend Certificate of Incorporation	For	For	Management
6	Ratify Auditors	For	For	Management
7	Provide Right to Act by Written Consent	Against	For	Shareholder

DIRECTV

Ticker: DTV Security ID: 25490A101

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Meeting Date: APR 28, 2011 Meeting Type: Annual

Record Date: MAR 14, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director David B. Dillon	For	For	Management
1.2	Elect Director Samuel A. DiPiazza, Jr.	For	For	Management
1.3	Elect Director Lorrie M. Norrington	For	For	Management
2	Ratify Auditors	For	Against	Management
3	Reduce Authorized Class B Shares, Eliminate Class C Common Stock and Deletion of Rights to Call Special Meetings to Certain Stockholders	For	For	Management
4	Declassify the Board of Directors	For	For	Management
5	Adopt Majority Voting for Uncontested Election of Directors	For	For	Management
6	Provide Right to Call Special Meeting	For	Against	Management
7	Adopt the Jurisdiction of Incorporation as the Exclusive Forum for Certain Disputes	For	Against	Management
8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
9	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

DISCOVER FINANCIAL SERVICES

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Ticker: DFS Security ID: 254709108

Meeting Date: APR 07, 2011 Meeting Type: Annual

Record Date: FEB 07, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Jeffrey S. Aronin	For	For	Management
2	Elect Director Mary K. Bush	For	For	Management
3	Elect Director Gregory C. Case	For	For	Management
4	Elect Director Robert M. Devlin	For	For	Management
5	Elect Director Cynthia A. Glassman	For	For	Management
6	Elect Director Richard H. Lenny	For	For	Management
7	Elect Director Thomas G. Maheras	For	For	Management
8	Elect Director Michael H. Moskow	For	For	Management
9	Elect Director David W. Nelms	For	For	Management
10	Elect Director E. Follin Smith	For	For	Management
11	Elect Director Lawrence A. Weinbach	For	For	Management
12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
13	Advisory Vote on Say on Pay Frequency	Three Years	One Year	Management
14	Amend Non-Employee Director Omnibus Stock Plan	For	For	Management
15	Ratify Auditors	For	For	Management

E. I. DU PONT DE NEMOURS AND COMPANY

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Ticker: DD Security ID: 263534109

Meeting Date: APR 27, 2011 Meeting Type: Annual

Record Date: MAR 02, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Richard H. Brown	For	For	Management
2	Elect Director Robert A. Brown	For	For	Management
3	Elect Director Bertrand P. Collomb	For	For	Management
4	Elect Director Curtis J. Crawford	For	For	Management
5	Elect Director Alexander M. Cutler	For	For	Management
6	Elect Director Eleuthere I. du Pont	For	For	Management
7	Elect Director Marillyn A. Hewson	For	For	Management
8	Elect Director Lois D. Juliber	For	For	Management
9	Elect Director Ellen J. Kullman	For	For	Management
10	Elect Director William K. Reilly	For	For	Management
11	Ratify Auditors	For	For	Management
12	Amend Omnibus Stock Plan	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
14	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
15	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	Against	Shareholder
16	Report on Genetically Engineered Seed	Against	Abstain	Shareholder
17	Report on Pay Disparity	Against	Abstain	Shareholder

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EASTMAN CHEMICAL COMPANY

Ticker: EMN Security ID: 277432100

Meeting Date: MAY 05, 2011 Meeting Type: Annual

Record Date: MAR 10, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Humberto P. Alfonso	For	For	Management
2	Elect Director Michael P. Connors	For	For	Management
3	Elect Director Howard L. Lance	For	For	Management
4	Elect Director James P. Rogers	For	For	Management
5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
6	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
7	Ratify Auditors	For	For	Management
8	Declassify the Board of Directors	For	For	Management
9	Reduce Supermajority Vote Requirement	Against	For	Shareholder

EATON CORPORATION

Ticker: ETN Security ID: 278058102

Meeting Date: APR 27, 2011 Meeting Type: Annual

Record Date: FEB 28, 2011

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director George S. Barrett	For	For	Management
2	Elect Director Todd M. Bluedorn	For	For	Management
3	Elect Director Ned C. Lautenbach	For	For	Management
4	Elect Director Gregory R. Page	For	For	Management
5	Declassify the Board of Directors	For	For	Management
6	Eliminate Cumulative Voting	For	Against	Management
7	Ratify Auditors	For	For	Management
8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
9	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

EDISON INTERNATIONAL

Ticker: EIX Security ID: 281020107

Meeting Date: APR 28, 2011 Meeting Type: Annual

Record Date: MAR 02, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Jagjeet S. Bindra	For	For	Management
2	Elect Director Vanessa C.L. Chang	For	For	Management
3	Elect Director France A. Cordova	For	For	Management
4	Elect Director Theodore F. Craver, Jr.	For	For	Management
5	Elect Director Charles B. Curtis	For	For	Management
6	Elect Director Bradford M. Freeman	For	For	Management

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7	Elect Director Luis G. Nogales	For	For	Management
8	Elect Director Ronald L. Olson	For	For	Management
9	Elect Director James M. Rosser	For	For	Management
10	Elect Director Richard T. Schlosberg, III	For	For	Management
11	Elect Director Thomas C. Sutton	For	For	Management
12	Elect Director Brett White	For	For	Management
13	Ratify Auditors	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
15	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
16	Amend Omnibus Stock Plan	For	For	Management

ELI LILLY AND COMPANY

Ticker: LLY Security ID: 532457108

Meeting Date: APR 18, 2011 Meeting Type: Annual

Record Date: FEB 15, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director M.L. Eskew	For	For	Management
2	Elect Director A.G. Gilman	For	For	Management
3	Elect Director K.N. Horn	For	Against	Management
4	Elect Director J.C. Lechleiter	For	For	Management
5	Ratify Auditors	For	For	Management

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6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
7	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
8	Declassify the Board of Directors	For	For	Management
9	Reduce Supermajority Vote Requirement	For	For	Management
10	Approve Executive Incentive Bonus Plan	For	For	Management

EMERSON ELECTRIC CO.

Ticker: EMR Security ID: 291011104

Meeting Date: FEB 01, 2011 Meeting Type: Annual

Record Date: NOV 23, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director D.N. Farr	For	For	Management
1.2	Elect Director H. Green	For	For	Management
1.3	Elect Director C.A. Peters	For	For	Management
1.4	Elect Director J.W. Prueher	For	For	Management
1.5	Elect Director R.L. Ridgway	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Approve Stock Option Plan	For	For	Management
4	Ratify Auditors	For	For	Management
5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
6	Advisory Vote on Say on Pay Frequency	Three	One Year	Management

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Years

7 Report on Sustainability Against Abstain Shareholder

EXELON CORPORATION

Ticker: EXC Security ID: 30161N101

Meeting Date: MAY 03, 2011 Meeting Type: Annual

Record Date: MAR 04, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director John A. Canning, Jr.	For	For	Management
2	Elect Director M. Walter D Alessio	For	For	Management
3	Elect Director Nicholas Debenedictis	For	For	Management
4	Elect Director Nelson A. Diaz	For	For	Management
5	Elect Director Sue L. Gin	For	For	Management
6	Elect Director Rosemarie B. Greco	For	For	Management
7	Elect Director Paul L. Joskow	For	For	Management
8	Elect Director Richard W. Mies	For	For	Management
9	Elect Director John M. Palms	For	For	Management
10	Elect Director William C. Richardson	For	For	Management
11	Elect Director Thomas J. Ridge	For	For	Management
12	Elect Director John W. Rogers, Jr.	For	For	Management
13	Elect Director John W. Rowe	For	For	Management
14	Elect Director Stephen D. Steinour	For	For	Management
15	Elect Director Don Thompson	For	For	Management

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16	Ratify Auditors	For	For	Management
17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
18	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

EXXON MOBIL CORPORATION

Ticker: XOM Security ID: 30231G102

Meeting Date: MAY 25, 2011 Meeting Type: Annual

Record Date: APR 06, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director M.J. Boskin	For	For	Management
1.2	Elect Director P. Brabeck-Letmathe	For	For	Management
1.3	Elect Director L.R. Faulkner	For	For	Management
1.4	Elect Director J.S. Fishman	For	For	Management
1.5	Elect Director K.C. Frazier	For	For	Management
1.6	Elect Director W.W. George	For	For	Management
1.7	Elect Director M.C. Nelson	For	For	Management
1.8	Elect Director S.J. Palmisano	For	For	Management
1.9	Elect Director S.S. Reinemund	For	For	Management
1.10	Elect Director R.W. Tillerson	For	For	Management
1.11	Elect Director E.E. Whitacre, Jr.	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management

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Officers' Compensation

4	Advisory Vote on Say on Pay Frequency	Three	One Year	Management
		Years		
5	Require Independent Board Chairman	Against	For	Shareholder
6	Report on Political Contributions	Against	Against	Shareholder
7	Amend EEO Policy to Prohibit	Against	Abstain	Shareholder
	Discrimination based on Sexual			
	Orientation and Gender Identity			
8	Adopt Policy on Human Right to Water	Against	Abstain	Shareholder
9	Report on Environmental Impact of Oil	Against	Abstain	Shareholder
	Sands Operations in Canada			
10	Report on Environmental Impacts of	Against	Abstain	Shareholder
	Natural Gas Fracturing			
11	Report on Energy Technologies	Against	Abstain	Shareholder
	Development			
12	Adopt Quantitative GHG Goals for	Against	Abstain	Shareholder
	Products and Operations			

FAMILY DOLLAR STORES, INC.

Ticker: FDO Security ID: 307000109

Meeting Date: JAN 20, 2011 Meeting Type: Annual

Record Date: NOV 26, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
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1.1	Elect Director Mark R. Bernstein	For	For	Management
1.2	Elect Director Pamela L. Davies	For	For	Management
1.3	Elect Director Sharon Allred Decker	For	For	Management
1.4	Elect Director Edward C. Dolby	For	For	Management
1.5	Elect Director Glenn A. Eisenberg	For	For	Management
1.6	Elect Director Howard R. Levine	For	For	Management
1.7	Elect Director George R. Mahoney, Jr.	For	For	Management
1.8	Elect Director James G. Martin	For	For	Management
1.9	Elect Director Harvey Morgan	For	For	Management
1.10	Elect Director Dale C. Pond	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Ratify Auditors	For	For	Management

FIFTH THIRD BANCORP

Ticker: FITB Security ID: 316773100

Meeting Date: APR 19, 2011 Meeting Type: Annual

Record Date: FEB 28, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Darryl F. Allen	For	For	Management
1.2	Elect Director Ulysses L. Bridgeman, Jr.	For	For	Management
1.3	Elect Director Emerson L. Brumback	For	For	Management
1.4	Elect Director James P. Hackett	For	For	Management

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1.5	Elect Director Gary R. Heminger	For	For	Management
1.6	Elect Director Jewell D. Hoover	For	For	Management
1.7	Elect Director William M. Isaac	For	For	Management
1.8	Elect Director Kevin T. Kabat	For	For	Management
1.9	Elect Director Mitchel D. Livingston	For	For	Management
1.10	Elect Director Hendrik G. Meijer	For	For	Management
1.11	Elect Director John J. Schiff, Jr.	For	For	Management
1.12	Elect Director Marsha C. Williams	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Omnibus Stock Plan	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
5	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

FIRSTENERGY CORP.

Ticker: FE Security ID: 337932107

Meeting Date: SEP 14, 2010 Meeting Type: Special

Record Date: JUL 16, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Issue Shares in Connection with Acquisition	For	For	Management
2	Increase Authorized Common Stock	For	For	Management
3	Adjourn Meeting	For	For	Management

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FORD MOTOR COMPANY

Ticker: F Security ID: 345370860

Meeting Date: MAY 12, 2011 Meeting Type: Annual

Record Date: MAR 16, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Stephen G. Butler	For	For	Management
2	Elect Director Kimberly A. Casiano	For	For	Management
3	Elect Director Anthony F. Earley, Jr.	For	Against	Management
4	Elect Director Edsel B. Ford II	For	For	Management
5	Elect Director William Clay Ford, Jr.	For	For	Management
6	Elect Director Richard A. Gephardt	For	For	Management
7	Elect Director James H. Hance, Jr.	For	For	Management
8	Elect Director Irvine O. Hockaday, Jr.	For	For	Management
9	Elect Director Richard A. Manoogian	For	Against	Management
10	Elect Director Ellen R. Marram	For	For	Management
11	Elect Director Alan Mulally	For	For	Management
12	Elect Director Homer A. Neal	For	For	Management
13	Elect Director Gerald L. Shaheen	For	For	Management
14	Elect Director John L. Thornton	For	For	Management
15	Ratify Auditors	For	For	Management
16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management

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17	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
18	Publish Political Contributions	Against	Against	Shareholder
19	Approve Recapitalization Plan for all Stock to have One-vote per Share	Against	For	Shareholder
20	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder

FOREST LABORATORIES, INC.

Ticker: FRX Security ID: 345838106

Meeting Date: AUG 09, 2010 Meeting Type: Annual

Record Date: JUN 18, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Howard Solomon	For	For	Management
1.2	Elect Director Lawrence S. Olanoff	For	For	Management
1.3	Elect Director Nesli Basgoz	For	For	Management
1.4	Elect Director William J. Candee	For	For	Management
1.5	Elect Director George S. Cohan	For	For	Management
1.6	Elect Director Dan L. Goldwasser	For	For	Management
1.7	Elect Director Kenneth E. Goodman	For	For	Management
1.8	Elect Director Lester B. Salans	For	For	Management
1.9	Elect Director Peter J. Zimetbaum	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Advisory Vote to Ratify Named Executive	For	Against	Management

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Officers' Compensation

4	Ratify Auditors	For	For	Management
5	Reimburse Proxy Contest Expenses	Against	Against	Shareholder

FRANKLIN RESOURCES, INC.

Ticker: BEN Security ID: 354613101

Meeting Date: MAR 15, 2011 Meeting Type: Annual

Record Date: JAN 18, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Samuel H. Armacost	For	For	Management
2	Elect Director Charles Crocker	For	For	Management
3	Elect Director Joseph R. Hardiman	For	For	Management
4	Elect Director Charles B. Johnson	For	For	Management
5	Elect Director Gregory E. Johnson	For	For	Management
6	Elect Director Rupert H. Johnson, Jr.	For	For	Management
7	Elect Director Mark C. Pigott	For	For	Management
8	Elect Director Chutta Ratnathicam	For	For	Management
9	Elect Director Peter M. Sacerdote	For	For	Management
10	Elect Director Laura Stein	For	For	Management
11	Elect Director Anne M. Tatlock	For	Against	Management
12	Elect Director Geoffrey Y. Yang	For	For	Management
13	Ratify Auditors	For	For	Management
14	Amend Omnibus Stock Plan	For	For	Management

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15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
16	Advisory Vote on Say on Pay Frequency	Three	One Year	Management
		Years		

FREEMONT-MCMORAN COPPER & GOLD INC.

Ticker: FCX Security ID: 35671D857

Meeting Date: JUN 15, 2011 Meeting Type: Annual

Record Date: APR 19, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard C. Adkerson	For	For	Management
1.2	Elect Director Robert J. Allison, Jr.	For	For	Management
1.3	Elect Director Robert A. Day	For	For	Management
1.4	Elect Director Gerald J. Ford	For	Withhold	Management
1.5	Elect Director H. Devon Graham, Jr.	For	For	Management
1.6	Elect Director Charles C. Krulak	For	For	Management
1.7	Elect Director Bobby Lee Lackey	For	For	Management
1.8	Elect Director Jon C. Madonna	For	For	Management
1.9	Elect Director Dustan E. McCoy	For	For	Management
1.10	Elect Director James R. Moffett	For	For	Management
1.11	Elect Director B.M. Rankin, Jr.	For	For	Management
1.12	Elect Director Stephen H. Siegele	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management

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Officers' Compensation

3	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
4	Ratify Auditors	For	For	Management
5	Request Director Nominee with	Against	Against	Shareholder

Environmental Qualifications

GAMESTOP CORP.

Ticker: GME Security ID: 36467W109

Meeting Date: JUN 21, 2011 Meeting Type: Annual

Record Date: MAY 02, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Stanley (Mickey) Steinberg	For	For	Management
1.2	Elect Director Gerald R. Szczepanski	For	For	Management
1.3	Elect Director Lawrence S. Zilavy	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
3	Advisory Vote on Say on Pay Frequency	None	One Year	Management
4	Approve Omnibus Stock Plan	For	For	Management
5	Ratify Auditors	For	For	Management

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GENERAL DYNAMICS CORPORATION

Ticker: GD Security ID: 369550108

Meeting Date: MAY 04, 2011 Meeting Type: Annual

Record Date: MAR 07, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Mary T. Barra	For	For	Management
2	Elect Director Nicholas D. Chabraja	For	For	Management
3	Elect Director James S. Crown	For	For	Management
4	Elect Director William P. Fricks	For	For	Management
5	Elect Director Jay L. Johnson	For	For	Management
6	Elect Director George A. Joulwan	For	For	Management
7	Elect Director Paul G. Kaminski	For	For	Management
8	Elect Director John M. Keane	For	For	Management
9	Elect Director Lester L. Lyles	For	For	Management
10	Elect Director William A. Osborn	For	For	Management
11	Elect Director Robert Walmsley	For	For	Management
12	Ratify Auditors	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
14	Advisory Vote on Say on Pay Frequency	Three Years	One Year	Management
15	Review and Assess Human Rights Policies	Against	Abstain	Shareholder
16	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder

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GENERAL ELECTRIC COMPANY

Ticker: GE Security ID: 369604103

Meeting Date: APR 27, 2011 Meeting Type: Annual

Record Date: FEB 28, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director W. Geoffrey Beattie	For	For	Management
2	Elect Director James I. Cash, Jr.	For	For	Management
3	Elect Director Ann M. Fudge	For	For	Management
4	Elect Director Susan Hockfield	For	For	Management
5	Elect Director Jeffrey R. Immelt	For	For	Management
6	Elect Director Andrea Jung	For	For	Management
7	Elect Director Alan G. Lafley	For	For	Management
8	Elect Director Robert W. Lane	For	For	Management
9	Elect Director Ralph S. Larsen	For	For	Management
10	Elect Director Rochelle B. Lazarus	For	For	Management
11	Elect Director James J. Mulva	For	For	Management
12	Elect Director Sam Nunn	For	For	Management
13	Elect Director Roger S. Penske	For	For	Management
14	Elect Director Robert J. Swieringa	For	For	Management
15	Elect Director James S. Tisch	For	For	Management
16	Elect Director Douglas A. Warner III	For	For	Management
17	Ratify Auditors	For	For	Management
18	Advisory Vote to Ratify Named Executive	For	Against	Management

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Officers' Compensation

19	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
20	Provide for Cumulative Voting	Against	For	Shareholder
21	Performance-Based Equity Awards	Against	Against	Shareholder
22	Withdraw Stock Options Granted to	Against	Against	Shareholder

Executive Officers

23	Report on Climate Change Business Risk	Against	Abstain	Shareholder
24	Report on Animal Testing and Plans for	Against	Abstain	Shareholder

Reduction

GENERAL MILLS, INC.

Ticker: GIS Security ID: 370334104

Meeting Date: SEP 27, 2010 Meeting Type: Annual

Record Date: JUL 29, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Bradbury H. Anderson	For	For	Management
2	Elect Director R. Kerry Clark	For	For	Management
3	Elect Director Paul Danos	For	For	Management
4	Elect Director William T. Esrey	For	For	Management
5	Elect Director Raymond V. Gilmartin	For	For	Management
6	Elect Director Judith Richards Hope	For	For	Management
7	Elect Director Heidi G. Miller	For	For	Management
8	Elect Director Hilda Ochoa-Brillembourg	For	For	Management

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9	Elect Director Steve Odland	For	For	Management
10	Elect Director Kendall J. Powell	For	For	Management
11	Elect Director Lois E. Quam	For	For	Management
12	Elect Director Michael D. Rose	For	For	Management
13	Elect Director Robert L. Ryan	For	For	Management
14	Elect Director Dorothy A. Terrell	For	For	Management
15	Approve Executive Incentive Bonus Plan	For	For	Management
16	Ratify Auditors	For	For	Management
17	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

GILEAD SCIENCES, INC.

Ticker: GILD Security ID: 375558103

Meeting Date: MAY 12, 2011 Meeting Type: Annual

Record Date: MAR 16, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director John F. Cogan	For	For	Management
1.2	Elect Director Etienne F. Davignon	For	For	Management
1.3	Elect Director James M. Denny	For	For	Management
1.4	Elect Director Carla A. Hills	For	For	Management
1.5	Elect Director Kevin E. Lofton	For	For	Management
1.6	Elect Director John W. Madigan	For	For	Management
1.7	Elect Director John C. Martin	For	For	Management

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1.8	Elect Director Gordon E. Moore	For	For	Management
1.9	Elect Director Nicholas G. Moore	For	For	Management
1.10	Elect Director Richard J. Whitley	For	Withhold	Management
1.11	Elect Director Gayle E. Wilson	For	For	Management
1.12	Elect Director Per Wold-Olsen	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Executive Incentive Bonus Plan	For	For	Management
4	Reduce Supermajority Vote Requirement	For	For	Management
5	Provide Right to Call Special Meeting	For	For	Management
6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
7	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

H&R BLOCK, INC.

Ticker: HRB Security ID: 093671105

Meeting Date: SEP 30, 2010 Meeting Type: Annual

Record Date: JUL 27, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Alan M. Bennett	For	For	Management
2	Elect Director Richard C. Breeden	For	For	Management
3	Elect Director William C. Cobb	For	For	Management
4	Elect Director Robert A. Gerard	For	For	Management
5	Elect Director Len J. Lauer	For	For	Management

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6	Elect Director David B. Lewis	For	For	Management
7	Elect Director Bruce C. Rohde	For	For	Management
8	Elect Director Tom D. Seip	For	For	Management
9	Elect Director L. Edward Shaw, Jr.	For	For	Management
10	Elect Director Christianna Wood	For	For	Management
11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
12	Amend Omnibus Stock Plan	For	For	Management
13	Amend Executive Incentive Bonus Plan	For	For	Management
14	Reduce Supermajority Vote Requirement	For	For	Shareholder
15	Provide Right to Call Special Meeting	For	For	Management
16	Reduce Supermajority Vote Requirement Relating to the Removal of Directors	For	For	Management
17	Reduce Supermajority Vote Requirement Relating to Amendments to Articles of Incorporation and Bylaws	For	For	Management
18	Reduce Supermajority Vote Requirement Regarding the Related Person Transaction Provision	For	For	Management
19	Ratify Auditors	For	For	Management

HEWLETT-PACKARD COMPANY

Ticker: HPQ Security ID: 428236103

Meeting Date: MAR 23, 2011 Meeting Type: Annual

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Record Date: JAN 24, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director M. L. Andreessen	For	For	Management
2	Elect Director L. Apotheker	For	For	Management
3	Elect Director L.T. Babbio, Jr.	For	Against	Management
4	Elect Director S.M. Baldauf	For	For	Management
5	Elect Director S. Banerji	For	For	Management
6	Elect Director R.L. Gupta	For	For	Management
7	Elect Director J.H. Hammergren	For	For	Management
8	Elect Director R.J. Lane	For	For	Management
9	Elect Director G.M. Reiner	For	For	Management
10	Elect Director P.F. Russo	For	For	Management
11	Elect Director D. Senequier	For	For	Management
12	Elect Director G.K. Thompson	For	For	Management
13	Elect Director M.C. Whitman	For	For	Management
14	Ratify Auditors	For	For	Management
15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
16	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
17	Approve Qualified Employee Stock Purchase Plan	For	For	Management
18	Amend Executive Incentive Bonus Plan	For	Against	Management

HORMEL FOODS CORPORATION

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Ticker: HRL Security ID: 440452100

Meeting Date: JAN 31, 2011 Meeting Type: Annual

Record Date: DEC 03, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Terrell K. Crews	For	For	Management
2	Elect Director Jeffrey M. Ettinger	For	For	Management
3	Elect Director Jody H. Feragen	For	For	Management
4	Elect Director Susan I. Marvin	For	For	Management
5	Elect Director John L. Morrison	For	For	Management
6	Elect Director Elsa A. Murano	For	For	Management
7	Elect Director Robert C. Nakasone	For	For	Management
8	Elect Director Susan K. Nestegard	For	For	Management
9	Elect Director Ronald D. Pearson	For	For	Management
10	Elect Director Dakota A. Pippins	For	For	Management
11	Elect Director Hugh C. Smith	For	For	Management
12	Elect Director John G. Turner	For	For	Management
13	Amend Certificate of Incorporation to Increase Common Stock, Reduce Par Value to Effect a Stock Split and Increase Non-voting Common Stock and Preferred Stock	For	Against	Management
14	Ratify Auditors	For	For	Management
15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
16	Advisory Vote on Say on Pay Frequency	Two Years	One Year	Management

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HUMANA INC.

Ticker: HUM Security ID: 444859102

Meeting Date: APR 21, 2011 Meeting Type: Annual

Record Date: FEB 25, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Frank A. D'Amelio	For	For	Management
2	Elect Director W. Roy Dunbar	For	For	Management
3	Elect Director Kurt J. Hilzinger	For	For	Management
4	Elect Director David A. Jones, Jr.	For	For	Management
5	Elect Director Michael B. McCallister	For	For	Management
6	Elect Director William J. McDonald	For	For	Management
7	Elect Director William E. Mitchell	For	For	Management
8	Elect Director David B. Nash	For	For	Management
9	Elect Director James J. O'Brien	For	For	Management
10	Elect Director Marissa T. Peterson	For	For	Management
11	Ratify Auditors	For	For	Management
12	Approve Omnibus Stock Plan	For	Against	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
14	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

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INTEL CORPORATION

Ticker: INTC Security ID: 458140100

Meeting Date: MAY 19, 2011 Meeting Type: Annual

Record Date: MAR 21, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Charlene Barshefsky	For	For	Management
2	Elect Director Susan L. Decker	For	For	Management
3	Elect Director John J. Donahoe	For	For	Management
4	Elect Director Reed E. Hundt	For	For	Management
5	Elect Director Paul S. Otellini	For	For	Management
6	Elect Director James D. Plummer	For	For	Management
7	Elect Director David S. Pottruck	For	For	Management
8	Elect Director Jane E. Shaw	For	For	Management
9	Elect Director Frank D. Yeary	For	For	Management
10	Elect Director David B. Yoffie	For	For	Management
11	Ratify Auditors	For	For	Management
12	Amend Omnibus Stock Plan	For	For	Management
13	Amend Qualified Employee Stock Purchase Plan	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
15	Advisory Vote on Say on Pay Frequency	None	One Year	Management

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INTERNATIONAL BUSINESS MACHINES CORPORATION

Ticker: IBM Security ID: 459200101

Meeting Date: APR 26, 2011 Meeting Type: Annual

Record Date: FEB 25, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director A. J. P. Belda	For	For	Management
2	Elect Director W. R. Brody	For	For	Management
3	Elect Director K. I. Chenault	For	For	Management
4	Elect Director M. L. Eskew	For	Against	Management
5	Elect Director S. A. Jackson	For	For	Management
6	Elect Director A. N. Liveris	For	For	Management
7	Elect Director W. J. McNerney, Jr.	For	For	Management
8	Elect Director J. W. Owens	For	For	Management
9	Elect Director S. J. Palmisano	For	For	Management
10	Elect Director J. E. Spero	For	For	Management
11	Elect Director S. Taurel	For	For	Management
12	Elect Director L. H. Zambrano	For	For	Management
13	Ratify Auditors	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
15	Advisory Vote on Say on Pay Frequency	Three Years	One Year	Management
16	Provide for Cumulative Voting	Against	For	Shareholder
17	Report on Political Contributions	Against	Against	Shareholder
18	Report on Lobbying Expenses	Against	Against	Shareholder

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INTUIT INC.

Ticker: INTU Security ID: 461202103

Meeting Date: JAN 19, 2011 Meeting Type: Annual

Record Date: NOV 22, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director David H. Batchelder	For	For	Management
2	Elect Director Christopher W. Brody	For	For	Management
3	Elect Director William V. Campbell	For	For	Management
4	Elect Director Scott D. Cook	For	For	Management
5	Elect Director Diane B. Greene	For	For	Management
6	Elect Director Michael R. Hallman	For	For	Management
7	Elect Director Edward A. Kangas	For	For	Management
8	Elect Director Suzanne Nora Johnson	For	For	Management
9	Elect Director Dennis D. Powell	For	For	Management
10	Elect Director Brad D. Smith	For	For	Management
11	Ratify Auditors	For	For	Management
12	Amend Omnibus Stock Plan	For	Against	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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JOHNSON & JOHNSON

Ticker: JNJ Security ID: 478160104

Meeting Date: APR 28, 2011 Meeting Type: Annual

Record Date: MAR 01, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Mary Sue Coleman	For	For	Management
2	Elect Director James G. Cullen	For	For	Management
3	Elect Director Ian E.L. Davis	For	For	Management
4	Elect Director Michael M.e. Johns	For	For	Management
5	Elect Director Susan L. Lindquist	For	For	Management
6	Elect Director Anne M. Mulcahy	For	Against	Management
7	Elect Director Leo F. Mullin	For	For	Management
8	Elect Director William D. Perez	For	Against	Management
9	Elect Director Charles Prince	For	Against	Management
10	Elect Director David Satcher	For	For	Management
11	Elect Director William C. Weldon	For	For	Management
12	Ratify Auditors	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
14	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
15	Adopt Policy to Restrain Pharmaceutical Price Increases	Against	Abstain	Shareholder
16	Amend EEO Policy to Prohibit Discrimination Based on Applicant's Health Status	Against	Abstain	Shareholder

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17 Adopt Animal-Free Training Methods Against Abstain Shareholder

 JPMORGAN CHASE & CO.

Ticker: JPM Security ID: 46625H100

Meeting Date: MAY 17, 2011 Meeting Type: Annual

Record Date: MAR 18, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Crandall C. Bowles	For	For	Management
2	Elect Director Stephen B. Burke	For	For	Management
3	Elect Director David M. Cote	For	For	Management
4	Elect Director James S. Crown	For	For	Management
5	Elect Director James Dimon	For	For	Management
6	Elect Director Ellen V. Futter	For	Against	Management
7	Elect Director William H. Gray, III	For	For	Management
8	Elect Director Laban P. Jackson, Jr.	For	For	Management
9	Elect Director David C. Novak	For	Against	Management
10	Elect Director Lee R. Raymond	For	For	Management
11	Elect Director William C. Weldon	For	For	Management
12	Ratify Auditors	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
14	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
15	Amend Omnibus Stock Plan	For	For	Management

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16	Affirm Political Non-Partisanship	Against	Against	Shareholder
17	Provide Right to Act by Written Consent	Against	For	Shareholder
18	Report on Loan Modifications	Against	Against	Shareholder
19	Report on Political Contributions	Against	For	Shareholder
20	Institute Procedures to Prevent Investments in Companies that Contribute to Genocide or Crimes Against Humanity	Against	Abstain	Shareholder
21	Require Independent Board Chairman	Against	For	Shareholder

KEYCORP

Ticker: KEY Security ID: 493267108

Meeting Date: MAY 19, 2011 Meeting Type: Annual

Record Date: MAR 22, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Edward P. Campbell	For	For	Management
1.2	Elect Director Joseph A. Carrabba	For	For	Management
1.3	Elect Director Carol A. Cartwright	For	For	Management
1.4	Elect Director Alexander M. Cutler	For	For	Management
1.5	Elect Director H. James Dallas	For	For	Management
1.6	Elect Director Elizabeth R. Gile	For	For	Management
1.7	Elect Director Ruth Ann M. Gillis	For	For	Management
1.8	Elect Director Kristen L. Manos	For	For	Management

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1.9	Elect Director Beth E. Mooney	For	For	Management
1.10	Elect Director Bill R. Sanford	For	For	Management
1.11	Elect Director Barbara R. Snyder	For	For	Management
1.12	Elect Director Edward W. Stack	For	For	Management
1.13	Elect Director Thomas C. Stevens	For	For	Management
2	Approve Executive Incentive Bonus Plan	For	For	Management
3	Amend Code of Regulations Removing All Shareholder Voting Requirements Greater than the Statutory Norm	For	For	Management
4	Ratify Auditors	For	For	Management
5	Advisory Vote to Ratify Named Executive Officer's Compensation	For	Against	Management
6	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

KIMBERLY-CLARK CORPORATION

Ticker: KMB Security ID: 494368103

Meeting Date: APR 21, 2011 Meeting Type: Annual

Record Date: FEB 22, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director John R. Alm	For	For	Management
2	Elect Director John F. Bergstrom	For	For	Management
3	Elect Director Abelardo E. Bru	For	For	Management
4	Elect Director Robert W. Decherd	For	For	Management

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5	Elect Director Thomas J. Falk	For	For	Management
6	Elect Director Mae C. Jemison	For	For	Management
7	Elect Director James M. Jenness	For	For	Management
8	Elect Director Nancy J. Karch	For	For	Management
9	Elect Director Ian C. Read	For	For	Management
10	Elect Director Linda Johnson Rice	For	For	Management
11	Elect Director Marc J. Shapiro	For	For	Management
12	Elect Director G. Craig Sullivan	For	For	Management
13	Ratify Auditors	For	For	Management
14	Approve Non-Employee Director Omnibus Stock Plan	For	For	Management
15	Approve Omnibus Stock Plan	For	For	Management
16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
17	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

LEXMARK INTERNATIONAL, INC.

Ticker: L XK Security ID: 529771107

Meeting Date: APR 28, 2011 Meeting Type: Annual

Record Date: FEB 28, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Paul A. Rooke	For	For	Management
2	Elect Director Ralph E. Gomory	For	For	Management

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3	Elect Director Jared L. Cohon	For	For	Management
4	Elect Director J. Edward Coleman	For	For	Management
5	Elect Director Sandra L. Helton	For	For	Management
6	Ratify Auditors	For	For	Management
7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
8	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

LIMITED BRANDS, INC.

Ticker: LTD Security ID: 532716107

Meeting Date: MAY 26, 2011 Meeting Type: Annual

Record Date: MAR 28, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Donna A. James	For	For	Management
2	Elect Director Jeffrey H. Miro	For	For	Management
3	Elect Director Raymond Zimmerman	For	For	Management
4	Ratify Auditors	For	For	Management
5	Approve Omnibus Stock Plan	For	For	Management
6	Approve Executive Incentive Bonus Plan	For	For	Management
7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
8	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
9	Reduce Supermajority Vote Requirement	Against	For	Shareholder

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LINCOLN NATIONAL CORPORATION

Ticker: LNC Security ID: 534187109

Meeting Date: MAY 26, 2011 Meeting Type: Annual

Record Date: MAR 21, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Dennis R. Glass	For	For	Management
2	Elect Director Gary C. Kelly	For	For	Management
3	Elect Director Michael F. Mee	For	For	Management
4	Ratify Auditors	For	For	Management
5	Amend Articles of Incorporation Allowing Shareholders to Amend the Bylaws	For	For	Management
6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
7	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

LOCKHEED MARTIN CORPORATION

Ticker: LMT Security ID: 539830109

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Meeting Date: APR 28, 2011 Meeting Type: Annual

Record Date: MAR 01, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Nolan D. Archibald	For	For	Management
2	Elect Director Rosalind G. Brewer	For	For	Management
3	Elect Director David B. Burritt	For	Against	Management
4	Elect Director James O. Ellis, Jr.	For	For	Management
5	Elect Director Thomas J. Falk	For	For	Management
6	Elect Director Gwendolyn S. King	For	For	Management
7	Elect Director James M. Loy	For	For	Management
8	Elect Director Douglas H. McCorkindale	For	Against	Management
9	Elect Director Joseph W. Ralston	For	For	Management
10	Elect Director Anne Stevens	For	Against	Management
11	Elect Director Robert J. Stevens	For	For	Management
12	Ratify Auditors	For	For	Management
13	Approve Omnibus Stock Plan	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
15	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
16	Provide Right to Act by Written Consent	Against	For	Shareholder

LORILLARD, INC.

Ticker: LO Security ID: 544147101

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Meeting Date: MAY 19, 2011 Meeting Type: Annual

Record Date: MAR 29, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Dianne Neal Blixt	For	For	Management
1.2	Elect Director David E. R. Dangoor	For	For	Management
1.3	Elect Director Murray S. Kessler	For	For	Management
2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
3	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
4	Ratify Auditors	For	For	Management
5	Require a Majority Vote for the Election of Directors	None	For	Shareholder
6	Report on Political Contributions	Against	For	Shareholder

MACY'S, INC.

Ticker: M Security ID: 55616P104

Meeting Date: MAY 20, 2011 Meeting Type: Annual

Record Date: MAR 25, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Stephen F. Bollenbach	For	For	Management
1.2	Elect Director Deirdre P. Connelly	For	For	Management
1.3	Elect Director Meyer Feldberg	For	For	Management

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1.4	Elect Director Sara Levinson	For	For	Management
1.5	Elect Director Terry J. Lundgren	For	For	Management
1.6	Elect Director Joseph Neubauer	For	For	Management
1.7	Elect Director Joseph A. Pichler	For	For	Management
1.8	Elect Director Joyce M. Roche	For	For	Management
1.9	Elect Director Craig E. Weatherup	For	For	Management
1.10	Elect Director Marna C. Whittington	For	For	Management
2	Ratify Auditors	For	For	Management
3	Adopt Majority Voting for Uncontested Election of Directors	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
5	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

MARATHON OIL CORPORATION

Ticker: MRO Security ID: 565849106

Meeting Date: APR 27, 2011 Meeting Type: Annual

Record Date: FEB 28, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Gregory H. Boyce	For	For	Management
2	Elect Director Pierre Brondeau	For	For	Management
3	Elect Director Clarence P. Cazalot, Jr.	For	For	Management
4	Elect Director David A. Daberko	For	Against	Management

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5	Elect Director William L. Davis	For	Against	Management
6	Elect Director Shirley Ann Jackson	For	For	Management
7	Elect Director Philip Lader	For	Against	Management
8	Elect Director Charles R. Lee	For	For	Management
9	Elect Director Michael E. J. Phelps	For	Against	Management
10	Elect Director Dennis H. Reilley	For	Against	Management
11	Elect Director Seth E. Schofield	For	Against	Management
12	Elect Director John W. Snow	For	Against	Management
13	Elect Director Thomas J. Usher	For	For	Management
14	Ratify Auditors	For	For	Management
15	Provide Right to Call Special Meeting	For	For	Management
16	Advisory Vote to Ratify Named Executive	For	For	Management
	Officers' Compensation			
17	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
18	Report on Accident Risk Reduction Efforts	Against	Abstain	Shareholder

MCKESSON CORPORATION

Ticker: MCK Security ID: 58155Q103

Meeting Date: JUL 28, 2010 Meeting Type: Annual

Record Date: JUN 01, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Andy D. Bryant	For	For	Management

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2	Elect Director Wayne A. Budd	For	For	Management
3	Elect Director John H. Hammergren	For	For	Management
4	Elect Director Alton F. Irby III	For	For	Management
5	Elect Director M. Christine Jacobs	For	For	Management
6	Elect Director Marie L. Knowles	For	For	Management
7	Elect Director David M. Lawrence	For	For	Management
8	Elect Director Edward A. Mueller	For	For	Management
9	Elect Director Jane E. Shaw	For	For	Management
10	Amend Omnibus Stock Plan	For	For	Management
11	Amend Executive Incentive Bonus Plan	For	For	Management
12	Ratify Auditors	For	For	Management
13	Stock Retention/Holding Period	Against	Against	Shareholder
14	Report on Pay Disparity	Against	Against	Shareholder

MEDTRONIC, INC.

Ticker: MDT Security ID: 585055106

Meeting Date: AUG 25, 2010 Meeting Type: Annual

Record Date: JUN 28, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Richard H. Anderson	For	For	Management
1.2	Elect Director David L. Calhoun	For	For	Management
1.3	Elect Director Victor J. Dzau	For	For	Management
1.4	Elect Director William A. Hawkins	For	For	Management

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1.5	Elect Director Shirley A. Jackson	For	For	Management
1.6	Elect Director James T. Lenehan	For	For	Management
1.7	Elect Director Denise M. O'Leary	For	For	Management
1.8	Elect Director Kendall J. Powell	For	For	Management
1.9	Elect Director Robert C. Pozen	For	For	Management
1.10	Elect Director Jean-Pierre Rosso	For	For	Management
1.11	Elect Director Jack W. Schuler	For	Withhold	Management
2	Ratify Auditors	For	For	Management

MERCK & CO., INC.

Ticker: MRK Security ID: 58933Y105

Meeting Date: MAY 24, 2011 Meeting Type: Annual

Record Date: MAR 25, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Leslie A. Brun	For	For	Management
2	Elect Director Thomas R. Cech	For	For	Management
3	Elect Director Richard T. Clark	For	For	Management
4	Elect Director Kenneth C. Frazier	For	For	Management
5	Elect Director Thomas H. Glocer	For	For	Management
6	Elect Director Steven F. Goldstone	For	For	Management
7	Elect Director William B. Harrison, Jr.	For	For	Management
8	Elect Director Harry R. Jacobson	For	For	Management
9	Elect Director William N. Kelley	For	For	Management

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10	Elect Director C. Robert Kidder	For	For	Management
11	Elect Director Rochelle B. Lazarus	For	For	Management
12	Elect Director Carlos E. Represas	For	For	Management
13	Elect Director Patricia F. Russo	For	For	Management
14	Elect Director Thomas E. Shenk	For	For	Management
15	Elect Director Anne M. Tatlock	For	For	Management
16	Elect Director Craig B. Thompson	For	For	Management
17	Elect Director Wendell P. Weeks	For	For	Management
18	Elect Director Peter C. Wendell	For	For	Management
19	Ratify Auditors	For	For	Management
20	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
21	Advisory Vote on Say on Pay Frequency	Three Years	One Year	Management

MICROCHIP TECHNOLOGY INCORPORATED

Ticker: MCHP Security ID: 595017104

Meeting Date: AUG 20, 2010 Meeting Type: Annual

Record Date: JUN 21, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Steve Sanghi	For	For	Management
1.2	Elect Director Albert J. Hugo-Martinez	For	For	Management
1.3	Elect Director L.B. Day	For	For	Management

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1.4	Elect Director Matthew W. Chapman	For	For	Management
1.5	Elect Director Wade F. Meyercord	For	For	Management
2	Ratify Auditors	For	For	Management

MICROSOFT CORPORATION

Ticker: MSFT Security ID: 594918104

Meeting Date: NOV 16, 2010 Meeting Type: Annual

Record Date: SEP 03, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Steven A. Ballmer	For	For	Management
2	Elect Director Dina Dublon	For	For	Management
3	Elect Director William H. Gates III	For	For	Management
4	Elect Director Raymond V. Gilmartin	For	For	Management
5	Elect Director Reed Hastings	For	For	Management
6	Elect Director Maria M. Klawe	For	For	Management
7	Elect Director David F. Marquardt	For	For	Management
8	Elect Director Charles H. Noski	For	For	Management
9	Elect Director Helmut Panke	For	For	Management
10	Ratify Auditors	For	For	Management
11	Amend Bylaws to Establish a Board Committee on Environmental Sustainability	Against	Abstain	Shareholder

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NATIONAL OILWELL VARCO, INC.

Ticker: NOV Security ID: 637071101

Meeting Date: MAY 19, 2011 Meeting Type: Annual

Record Date: MAR 28, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Robert E. Beauchamp	For	For	Management
2	Elect Director Jeffery A. Smisek	For	For	Management
3	Ratify Auditors	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
5	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
6	Declassify the Board of Directors	For	For	Management
7	Increase Authorized Common Stock	For	For	Management
8	Report on Political Contributions	Against	Against	Shareholder

NETAPP, INC.

Ticker: NTAP Security ID: 64110D104

Meeting Date: AUG 31, 2010 Meeting Type: Annual

Record Date: JUL 06, 2010

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jeffrey R. Allen	For	For	Management
1.2	Elect Director Alan L. Earhart	For	For	Management
1.3	Elect Director Thomas Georgens	For	For	Management
1.4	Elect Director Gerald Held	For	For	Management
1.5	Elect Director Nicholas G. Moore	For	For	Management
1.6	Elect Director T. Michael Nevens	For	For	Management
1.7	Elect Director George T. Shaheen	For	For	Management
1.8	Elect Director Robert T. Wall	For	For	Management
1.9	Elect Director Daniel J. Warmenhoven	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Amend Qualified Employee Stock Purchase Plan	For	For	Management
4	Ratify Auditors	For	For	Management

NEWMONT MINING CORPORATION

Ticker: NEM Security ID: 651639106

Meeting Date: APR 19, 2011 Meeting Type: Annual

Record Date: FEB 18, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Glen A. Barton	For	For	Management
1.2	Elect Director Vincent A. Calarco	For	For	Management

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1.3	Elect Director Joseph A. Carrabba	For	For	Management
1.4	Elect Director Noreen Doyle	For	For	Management
1.5	Elect Director Veronica M. Hagen	For	For	Management
1.6	Elect Director Michael S. Hamson	For	For	Management
1.7	Elect Director Richard T. O'Brien	For	For	Management
1.8	Elect Director John B. Prescott	For	For	Management
1.9	Elect Director Donald C. Roth	For	For	Management
1.10	Elect Director Simon Thompson	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
5	Other Business	For	Against	Management

NIKE, INC.

Ticker: NKE Security ID: 654106103

Meeting Date: SEP 20, 2010 Meeting Type: Annual

Record Date: JUL 26, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jill K. Conway	For	For	Management
1.2	Elect Director Alan B. Graf, Jr.	For	For	Management
1.3	Elect Director John C. Lechleiter	For	For	Management
1.4	Elect Director Phyllis M. Wise	For	For	Management

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2	Amend Executive Incentive Bonus Plan	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Ratify Auditors	For	For	Management

NORTHROP GRUMMAN CORPORATION

Ticker: NOC Security ID: 666807102

Meeting Date: MAY 18, 2011 Meeting Type: Annual

Record Date: MAR 22, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Wesley G. Bush	For	For	Management
2	Elect Director Lewis W. Coleman	For	Against	Management
3	Elect Director Victor H. Fazio	For	For	Management
4	Elect Director Donald E. Felsing	For	Against	Management
5	Elect Director Stephen E. Frank	For	Against	Management
6	Elect Director Bruce S. Gordon	For	Against	Management
7	Elect Director Madeleine Kleiner	For	For	Management
8	Elect Director Karl J. Krapek	For	Against	Management
9	Elect Director Richard B. Myers	For	Against	Management
10	Elect Director Aulana L. Peters	For	Against	Management
11	Elect Director Kevin W. Sharer	For	For	Management
12	Ratify Auditors	For	For	Management
13	Approve Omnibus Stock Plan	For	For	Management
14	Advisory Vote to Ratify Named Executive	For	Against	Management

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Officers' Compensation

15	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
16	Provide for Cumulative Voting	Against	For	Shareholder
17	Report on Political Contributions	Against	For	Shareholder
18	Provide Right to Act by Written Consent	Against	For	Shareholder

NRG ENERGY, INC.

Ticker: NRG Security ID: 629377508

Meeting Date: JUL 28, 2010 Meeting Type: Annual

Record Date: JUN 04, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Kirbyjon H. Caldwell	For	For	Management
2	Elect Director David Crane	For	For	Management
3	Elect Director Stephen L. Cropper	For	For	Management
4	Elect Director Kathleen A. McGinty	For	For	Management
5	Elect Director Thomas H. Weidemeyer	For	For	Management
6	Amend Omnibus Stock Plan	For	Against	Management
7	Ratify Auditors	For	For	Management

NVIDIA CORPORATION

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Ticker: NVDA Security ID: 67066G104

Meeting Date: MAY 18, 2011 Meeting Type: Annual

Record Date: MAR 21, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Harvey C. Jones	For	For	Management
2	Elect Director William J. Miller	For	For	Management
3	Declassify the Board of Directors	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
5	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
6	Ratify Auditors	For	For	Management

ORACLE CORPORATION

Ticker: ORCL Security ID: 68389X105

Meeting Date: OCT 06, 2010 Meeting Type: Annual

Record Date: AUG 09, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jeffrey S. Berg	For	For	Management
1.2	Elect Director H. Raymond Bingham	For	For	Management
1.3	Elect Director Michael J. Boskin	For	For	Management
1.4	Elect Director Safra A. Catz	For	For	Management

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1.5	Elect Director Bruce R. Chizen	For	For	Management
1.6	Elect Director George H. Conrades	For	For	Management
1.7	Elect Director Lawrence J. Ellison	For	For	Management
1.8	Elect Director Hector Garcia-Molina	For	For	Management
1.9	Elect Director Jeffrey O. Henley	For	For	Management
1.10	Elect Director Mark V. Hurd	For	For	Management
1.11	Elect Director Donald L. Lucas	For	For	Management
1.12	Elect Director Naomi O. Seligman	For	For	Management
2	Approve Executive Incentive Bonus Plan	For	For	Management
3	Amend Omnibus Stock Plan	For	Against	Management
4	Ratify Auditors	For	For	Management
5	Establish Board Committee on Sustainability	Against	Against	Shareholder
6	Require a Majority Vote for the Election of Directors	Against	For	Shareholder
7	Stock Retention/Holding Period	Against	Against	Shareholder

PHILIP MORRIS INTERNATIONAL INC.

Ticker: PM Security ID: 718172109

Meeting Date: MAY 11, 2011 Meeting Type: Annual

Record Date: MAR 15, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Harold Brown	For	For	Management

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2	Elect Director Mathis Cabiallavetta	For	For	Management
3	Elect Director Louis C. Camilleri	For	For	Management
4	Elect Director J. Dudley Fishburn	For	For	Management
5	Elect Director Jennifer Li	For	For	Management
6	Elect Director Graham Mackay	For	For	Management
7	Elect Director Sergio Marchionne	For	Against	Management
8	Elect Director Lucio A. Noto	For	For	Management
9	Elect Director Carlos Slim Helu	For	For	Management
10	Elect Director Stephen M. Wolf	For	For	Management
11	Ratify Auditors	For	For	Management
12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
13	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
14	Report on Effect of Marketing Practices on the Poor	Against	Abstain	Shareholder
15	Require Independent Board Chairman	Against	For	Shareholder

PITNEY BOWES INC.

Ticker: PBI Security ID: 724479100

Meeting Date: MAY 09, 2011 Meeting Type: Annual

Record Date: MAR 18, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Rodney C. Adkins	For	For	Management

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2	Elect Director Murray D. Martin	For	For	Management
3	Elect Director Michael I. Roth	For	For	Management
4	Elect Director Robert E. Weissman	For	For	Management
5	Ratify Auditors	For	For	Management
6	Reduce Supermajority Vote Requirement for Removing Directors	For	For	Management
7	Reduce Supermajority Vote Requirement for Certain Business Combinations	For	For	Management
8	Reduce Supermajority Vote Requirement for Amendments to the Certificate	For	For	Management
9	Reduce Supermajority Vote Requirement for Amendments to the By-laws	For	For	Management
10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
11	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
12	Amend Executive Incentive Bonus Plan	For	For	Management
13	Amend Omnibus Stock Plan	For	For	Management

PPG INDUSTRIES, INC.

Ticker: PPG Security ID: 693506107

Meeting Date: APR 21, 2011 Meeting Type: Annual

Record Date: FEB 18, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
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1.1	Elect Director Stephen F. Angel	For	For	Management
1.2	Elect Director Hugh Grant	For	For	Management
1.3	Elect Director Michele J. Hooper	For	For	Management
1.4	Elect Director Robert Mehrabian	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
5	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
6	Ratify Auditors	For	For	Management
7	Report on Community Environmental Impact Disclosure Process	Against	Abstain	Shareholder

PRICELINE.COM INCORPORATED

Ticker: PCLN Security ID: 741503403

Meeting Date: JUN 02, 2011 Meeting Type: Annual

Record Date: APR 14, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Jeffery H. Boyd	For	For	Management
1.2	Elect Director Ralph M. Bahna	For	Withhold	Management
1.3	Elect Director Howard W. Barker, Jr.	For	Withhold	Management
1.4	Elect Director Jan L. Docter	For	For	Management
1.5	Elect Director Jeffrey E. Epstein	For	For	Management

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1.6	Elect Director James M. Guyette	For	Withhold	Management
1.7	Elect Director Nancy B. Peretsman	For	For	Management
1.8	Elect Director Craig W. Rydin	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
5	Provide Right to Act by Written Consent	Against	For	Shareholder

PUBLIC SERVICE ENTERPRISE GROUP INCORPORATED

Ticker: PEG Security ID: 744573106

Meeting Date: APR 19, 2011 Meeting Type: Annual

Record Date: FEB 18, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Albert R. Gamper, Jr.	For	For	Management
2	Elect Director Conrad K. Harper	For	For	Management
3	Elect Director William V. Hickey	For	For	Management
4	Elect Director Ralph Izzo	For	For	Management
5	Elect Director Shirley Ann Jackson	For	For	Management
6	Elect Director David Lilley	For	For	Management
7	Elect Director Thomas A. Renyi	For	For	Management
8	Elect Director Hak Cheol Shin	For	For	Management
9	Elect Director Richard J. Swift	For	For	Management

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10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
11	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
12	Ratify Auditors	For	For	Management

PUBLIC STORAGE

Ticker: PSA Security ID: 74460D109

Meeting Date: MAY 05, 2011 Meeting Type: Annual

Record Date: MAR 10, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Trustee B. Wayne Hughes	For	For	Management
1.2	Elect Trustee Ronald L. Havner, Jr.	For	For	Management
1.3	Elect Trustee Tamara Hughes Gustavson	For	Withhold	Management
1.4	Elect Trustee Uri P. Harkham	For	For	Management
1.5	Elect Trustee B. Wayne Hughes, Jr.	For	For	Management
1.6	Elect Trustee Avedick B. Poladian	For	For	Management
1.7	Elect Trustee Gary E. Pruitt	For	For	Management
1.8	Elect Trustee Ronald P. Spogli	For	For	Management
1.9	Elect Trustee Daniel C. Staton	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Advisory Vote on Say on Pay Frequency	Three	One Year	Management

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Years

 QUALCOMM INCORPORATED

Ticker: QCOM Security ID: 747525103

Meeting Date: MAR 08, 2011 Meeting Type: Annual

Record Date: JAN 10, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Barbara T. Alexander	For	For	Management
1.2	Elect Director Stephen M. Bennett	For	For	Management
1.3	Elect Director Donald G. Cruickshank	For	For	Management
1.4	Elect Director Raymond V. Dittamore	For	For	Management
1.5	Elect Director Thomas W. Horton	For	For	Management
1.6	Elect Director Irwin Mark Jacobs	For	For	Management
1.7	Elect Director Paul E. Jacobs	For	For	Management
1.8	Elect Director Robert E. Kahn	For	For	Management
1.9	Elect Director Sherry Lansing	For	For	Management
1.10	Elect Director Duane A. Nelles	For	For	Management
1.11	Elect Director Francisco Ros	For	For	Management
1.12	Elect Director Brent Scowcroft	For	For	Management
1.13	Elect Director Marc I. Stern	For	For	Management
2	Amend Omnibus Stock Plan	For	Against	Management
3	Amend Qualified Employee Stock Purchase Plan	For	For	Management

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4	Ratify Auditors	For	For	Management
5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
6	Advisory Vote on Say on Pay Frequency	Three Years	One Year	Management
7	Require a Majority Vote for the Election of Directors	Against	For	Shareholder

R. R. DONNELLEY & SONS COMPANY

Ticker: RRD Security ID: 257867101

Meeting Date: MAY 19, 2011 Meeting Type: Annual

Record Date: APR 01, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Thomas J. Quinlan, III	For	For	Management
2	Elect Director Stephen M. Wolf	For	For	Management
3	Elect Director Lee A. Chaden	For	For	Management
4	Elect Director Judith H. Hamilton	For	For	Management
5	Elect Director Susan M. Ivey	For	For	Management
6	Elect Director Thomas S. Johnson	For	For	Management
7	Elect Director John C. Pope	For	For	Management
8	Elect Director Michael T. Riordan	For	For	Management
9	Elect Director Oliver R. Sockwell	For	For	Management
10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management

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Officers' Compensation

11	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
12	Ratify Auditors	For	For	Management
13	Report on Sustainable Paper Purchasing	Against	Abstain	Shareholder
14	Report on Political Contributions	Against	For	Shareholder
15	Provide Right to Act by Written Consent	Against	For	Shareholder
16	Other Business	For	Against	Management

RAYTHEON COMPANY

Ticker: RTN Security ID: 755111507

Meeting Date: MAY 26, 2011 Meeting Type: Annual

Record Date: APR 01, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Vernon E. Clark	For	For	Management
2	Elect Director John M. Deutch	For	Against	Management
3	Elect Director Stephen J. Hadley	For	For	Management
4	Elect Director Frederic M. Poses	For	For	Management
5	Elect Director Michael C. Ruetters	For	For	Management
6	Elect Director Ronald L. Skates	For	Against	Management
7	Elect Director William R. Spivey	For	For	Management
8	Elect Director Linda G. Stuntz	For	Against	Management
9	Elect Director William H. Swanson	For	For	Management
10	Advisory Vote to Ratify Named Executive	For	For	Management

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Officers' Compensation

11	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
12	Ratify Auditors	For	For	Management
13	Provide Right to Act by Written Consent	Against	For	Shareholder
14	Stock Retention/Holding Period	Against	Against	Shareholder
15	Report on Lobbying Contributions and	Against	Against	Shareholder

Expenses

16	Submit SERP to Shareholder Vote	Against	Against	Shareholder
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RED HAT, INC.

Ticker: RHT Security ID: 756577102

Meeting Date: AUG 12, 2010 Meeting Type: Annual

Record Date: JUN 16, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Jeffrey J. Clarke	For	For	Management
2	Elect Director H. Hugh Shelton	For	For	Management
3	Ratify Auditors	For	For	Management

ROSS STORES, INC.

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Ticker: ROST Security ID: 778296103

Meeting Date: MAY 18, 2011 Meeting Type: Annual

Record Date: MAR 25, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director George P. Orban	For	For	Management
1.2	Elect Director Donald H. Seiler	For	For	Management
2	Approve Executive Incentive Bonus Plan	For	For	Management
3	Declassify the Board of Directors	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
5	Advisory Vote on Say on Pay Frequency	Three Years	One Year	Management
6	Ratify Auditors	For	For	Management

SANDISK CORPORATION

Ticker: SNDK Security ID: 80004C101

Meeting Date: JUN 07, 2011 Meeting Type: Annual

Record Date: APR 11, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Michael Marks	For	For	Management
1.2	Elect Director Kevin DeNuccio	For	For	Management
1.3	Elect Director Irwin Federman	For	For	Management

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1.4	Elect Director Steven J. Gomo	For	For	Management
1.5	Elect Director Eddy W. Hartenstein	For	For	Management
1.6	Elect Director Chenming Hu	For	For	Management
1.7	Elect Director Catherine P. Lego	For	For	Management
1.8	Elect Director Sanjay Mehrotra	For	For	Management
2	Ratify Auditors	For	For	Management
3	Amend Omnibus Stock Plan	For	For	Management
4	Amend Qualified Employee Stock Purchase Plan	For	For	Management
5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
6	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

SIMON PROPERTY GROUP, INC.

Ticker: SPG Security ID: 828806109

Meeting Date: MAY 19, 2011 Meeting Type: Annual

Record Date: MAR 21, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Melvyn E. Bergstein	For	For	Management
2	Elect Director Linda Walker Bynoe	For	For	Management
3	Elect Director Larry C. Glasscock	For	For	Management
4	Elect Director Karen N. Horn	For	Against	Management
5	Elect Director Allan Hubbard	For	For	Management

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6	Elect Director Reuben S. Leibowitz	For	For	Management
7	Elect Director Daniel C. Smith	For	For	Management
8	Elect Director J. Albert Smith, Jr.	For	For	Management
9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
10	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
11	Ratify Auditors	For	For	Management

T. ROWE PRICE GROUP, INC.

Ticker: TROW Security ID: 74144T108

Meeting Date: APR 14, 2011 Meeting Type: Annual

Record Date: FEB 11, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Edward C. Bernard	For	For	Management
2	Elect Director James T. Brady	For	For	Management
3	Elect Director J. Alfred Broaddus, Jr.	For	For	Management
4	Elect Director Donald B. Hebb, Jr.	For	Against	Management
5	Elect Director James A.C. Kennedy	For	For	Management
6	Elect Director Robert F. MacLellan	For	For	Management
7	Elect Director Brian C. Rogers	For	For	Management
8	Elect Director Alfred Sommer	For	For	Management
9	Elect Director Dwight S. Taylor	For	For	Management
10	Elect Director Anne Marie Whittemore	For	For	Management

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11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
12	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
13	Ratify Auditors	For	For	Management

TERADATA CORPORATION

Ticker: TDC Security ID: 88076W103

Meeting Date: APR 26, 2011 Meeting Type: Annual

Record Date: MAR 01, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Nancy E. Cooper	For	For	Management
2	Elect Director David E. Kepler	For	For	Management
3	Elect Director William S. Stavropoulos	For	For	Management
4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
5	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
6	Ratify Auditors	For	For	Management

TERADYNE, INC.

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Ticker: TER Security ID: 880770102

Meeting Date: MAY 24, 2011 Meeting Type: Annual

Record Date: APR 01, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director James W. Bagley	For	For	Management
2	Elect Director Michael A. Bradley	For	For	Management
3	Elect Director Albert Carnesale	For	For	Management
4	Elect Director Daniel W. Christman	For	For	Management
5	Elect Director Edwin J. Gillis	For	For	Management
6	Elect Director Timothy E. Guertin	For	For	Management
7	Elect Director Paul J. Tufano	For	For	Management
8	Elect Director Roy A. Vallee	For	For	Management
9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
10	Advisory Vote on Say on Pay Frequency	Three Years	One Year	Management
11	Amend Omnibus Stock Plan	For	For	Management
12	Ratify Auditors	For	For	Management

TEXAS INSTRUMENTS INCORPORATED

Ticker: TXN Security ID: 882508104

Meeting Date: APR 21, 2011 Meeting Type: Annual

Record Date: FEB 22, 2011

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director R.W. Babb, Jr.	For	For	Management
2	Elect Director D.A. Carp	For	For	Management
3	Elect Director C.S. Cox	For	For	Management
4	Elect Director S.P. MacMillan	For	For	Management
5	Elect Director P.H. Patsley	For	For	Management
6	Elect Director R.E. Sanchez	For	For	Management
7	Elect Director W.R. Sanders	For	For	Management
8	Elect Director R.J. Simmons	For	For	Management
9	Elect Director R.K. Templeton	For	For	Management
10	Elect Director C.T. Whitman	For	For	Management
11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
12	Advisory Vote on Say on Pay Frequency	Three Years	One Year	Management
13	Ratify Auditors	For	For	Management

THE ALLSTATE CORPORATION

Ticker: ALL Security ID: 020002101

Meeting Date: MAY 17, 2011 Meeting Type: Annual

Record Date: MAR 18, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
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1	Elect Director F. Duane Ackerman	For	Against	Management
2	Elect Director Robert D. Beyer	For	For	Management
3	Elect Director W. James Farrell	For	Against	Management
4	Elect Director Jack M. Greenberg	For	For	Management
5	Elect Director Ronald T. Lemay	For	For	Management
6	Elect Director Andrea Redmond	For	Against	Management
7	Elect Director H. John Riley, Jr.	For	Against	Management
8	Elect Director Joshua I. Smith	For	Against	Management
9	Elect Director Judith A. Sprieser	For	Against	Management
10	Elect Director Mary Alice Taylor	For	Against	Management
11	Elect Director Thomas J. Wilson	For	For	Management
12	Ratify Auditors	For	For	Management
13	Provide Right to Call Special Meeting	For	For	Management
14	Adopt the Jurisdiction of Incorporation as the Exclusive Forum for Certain Disputes	For	Against	Management
15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
16	Advisory Vote on Say on Pay Frequency	Three Years	One Year	Management
17	Provide Right to Act by Written Consent	Against	For	Shareholder
18	Report on Political Contributions	Against	For	Shareholder

THE CLOROX COMPANY

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Ticker: CLX Security ID: 189054109

Meeting Date: NOV 17, 2010 Meeting Type: Annual

Record Date: SEP 20, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Daniel Boggan, Jr.	For	For	Management
2	Elect Director Richard H. Carmona	For	For	Management
3	Elect Director Tully M. Friedman	For	For	Management
4	Elect Director George J. Harad	For	For	Management
5	Elect Director Donald R. Knauss	For	For	Management
6	Elect Director Robert W. Matschullat	For	For	Management
7	Elect Director Gary G. Michael	For	For	Management
8	Elect Director Edward A. Mueller	For	For	Management
9	Elect Director Jan L. Murley	For	For	Management
10	Elect Director Pamela Thomas-Graham	For	For	Management
11	Elect Director Carolyn M. Ticknor	For	For	Management
12	Ratify Auditors	For	For	Management
13	Amend Omnibus Stock Plan	For	For	Management
14	Amend Executive Incentive Bonus Plan	For	For	Management
15	Require Independent Board Chairman	Against	For	Shareholder

THE COCA-COLA COMPANY

Ticker: KO Security ID: 191216100

Meeting Date: APR 27, 2011 Meeting Type: Annual

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Record Date: FEB 28, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Herbert A. Allen	For	For	Management
2	Elect Director Ronald W. Allen	For	For	Management
3	Elect Director Howard G. Buffett	For	For	Management
4	Elect Director Barry Diller	For	Against	Management
5	Elect Director Evan G. Greenberg	For	For	Management
6	Elect Director Alexis M. Herman	For	For	Management
7	Elect Director Muhtar Kent	For	For	Management
8	Elect Director Donald R. Keough	For	For	Management
9	Elect Director Maria Elena Lagomasino	For	For	Management
10	Elect Director Donald F. McHenry	For	For	Management
11	Elect Director Sam Nunn	For	For	Management
12	Elect Director James D. Robinson III	For	For	Management
13	Elect Director Peter V. Ueberroth	For	For	Management
14	Elect Director Jacob Wallenberg	For	Against	Management
15	Elect Director James B. Williams	For	For	Management
16	Ratify Auditors	For	For	Management
17	Amend Executive Incentive Bonus Plan	For	For	Management
18	Amend Restricted Stock Plan	For	For	Management
19	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
20	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
21	Publish Report on Chemical Bisphenol-A (BPA)	Against	Abstain	Shareholder

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THE DUN & BRADSTREET CORPORATION

Ticker: DNB Security ID: 26483E100

Meeting Date: MAY 03, 2011 Meeting Type: Annual

Record Date: MAR 07, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Naomi O. Seligman	For	For	Management
2	Elect Director Michael J. Winkler	For	For	Management
3	Ratify Auditors	For	For	Management
4	Amend Executive Incentive Bonus Plan	For	For	Management
5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
6	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
7	Reduce Supermajority Vote Requirement	For	For	Management
8	Declassify the Board of Directors	For	For	Management

THE GOLDMAN SACHS GROUP, INC.

Ticker: GS Security ID: 38141G104

Meeting Date: MAY 06, 2011 Meeting Type: Annual

Record Date: MAR 07, 2011

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Lloyd C. Blankfein	For	For	Management
2	Elect Director John H. Bryan	For	For	Management
3	Elect Director Gary D. Cohn	For	For	Management
4	Elect Director Claes Dahlback	For	For	Management
5	Elect Director Stephen Friedman	For	For	Management
6	Elect Director William W. George	For	For	Management
7	Elect Director James A. Johnson	For	For	Management
8	Elect Director Lois D. Juliber	For	For	Management
9	Elect Director Lakshmi N. Mittal	For	For	Management
10	Elect Director James J. Schiro	For	For	Management
11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
12	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
13	Ratify Auditors	For	For	Management
14	Provide for Cumulative Voting	Against	Against	Shareholder
15	Amend Bylaws-- Call Special Meetings	Against	For	Shareholder
16	Stock Retention/Holding Period	Against	Against	Shareholder
17	Review Executive Compensation	Against	Abstain	Shareholder
18	Report on Climate Change Business Risks	Against	Abstain	Shareholder
19	Report on Political Contributions	Against	For	Shareholder

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

Ticker: HIG Security ID: 416515104

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Meeting Date: MAY 18, 2011 Meeting Type: Annual

Record Date: MAR 21, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Robert B. Allardice, III	For	For	Management
2	Elect Director Trevor Fetter	For	For	Management
3	Elect Director Paul G. Kirk, Jr.	For	Against	Management
4	Elect Director Liam E. McGee	For	For	Management
5	Elect Director Kathryn A. Mikells	For	For	Management
6	Elect Director Michael G. Morris	For	For	Management
7	Elect Director Thomas A. Renyi	For	For	Management
8	Elect Director Charles B. Strauss	For	For	Management
9	Elect Director H. Patrick Swygert	For	For	Management
10	Ratify Auditors	For	For	Management
11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
12	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

THE HERSHEY COMPANY

Ticker: HSY Security ID: 427866108

Meeting Date: APR 28, 2011 Meeting Type: Annual

Record Date: FEB 28, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
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1.1	Elect Director P.M. Arway	For	For	Management
1.2	Elect Director R.F. Cavanaugh	For	Withhold	Management
1.3	Elect Director C.A. Davis	For	For	Management
1.4	Elect Director J.M. Mead	For	For	Management
1.5	Elect Director J.E. Nevels	For	Withhold	Management
1.6	Elect Director A.J. Palmer	For	For	Management
1.7	Elect Director T.J. Ridge	For	For	Management
1.8	Elect Director D.L. Shedlarz	For	For	Management
1.9	Elect Director D.J. West	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
5	Amend Omnibus Stock Plan	For	For	Management

THE KROGER CO.

Ticker: KR Security ID: 501044101

Meeting Date: JUN 23, 2011 Meeting Type: Annual

Record Date: APR 25, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Reuben V. Anderson	For	For	Management
2	Elect Director Robert D. Beyer	For	For	Management
3	Elect Director David B. Dillon	For	For	Management

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4	Elect Director Susan J. Kropf	For	For	Management
5	Elect Director John T. Lamacchia	For	For	Management
6	Elect Director David B. Lewis	For	For	Management
7	Elect Director W. Rodney McMullen	For	For	Management
8	Elect Director Jorge P. Montoya	For	For	Management
9	Elect Director Clyde R. Moore	For	For	Management
10	Elect Director Susan M. Phillips	For	For	Management
11	Elect Director Steven R. Rogel	For	For	Management
12	Elect Director James A. Runde	For	For	Management
13	Elect Director Ronald L. Sargent	For	For	Management
14	Elect Director Bobby S. Shackouls	For	For	Management
15	Approve Omnibus Stock Plan	For	For	Management
16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
17	Advisory Vote on Say on Pay Frequency	Three Years	One Year	Management
18	Ratify Auditors	For	For	Management
19	Adopt ILO Based Code of Conduct	Against	Abstain	Shareholder

THE MCGRAW-HILL COMPANIES, INC.

Ticker: MHP Security ID: 580645109

Meeting Date: APR 27, 2011 Meeting Type: Annual

Record Date: MAR 07, 2011

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Pedro Aspe	For	For	Management
2	Elect Director Winfried Bischoff	For	For	Management
3	Elect Director Douglas N. Daft	For	For	Management
4	Elect Director William D. Green	For	For	Management
5	Elect Director Linda Koch Lorimer	For	For	Management
6	Elect Director Harold McGraw III	For	For	Management
7	Elect Director Robert P. McGraw	For	For	Management
8	Elect Director Hilda Ochoa-Brillembourg	For	For	Management
9	Elect Director Michael Rake	For	For	Management
10	Elect Director Edward B. Rust, Jr.	For	For	Management
11	Elect Director Kurt L. Schmoke	For	For	Management
12	Elect Director Sidney Taurel	For	For	Management
13	Provide Right to Call Special Meeting	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
15	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
16	Ratify Auditors	For	For	Management
17	Provide Right to Act by Written Consent	Against	For	Shareholder

THE TJX COMPANIES, INC.

Ticker: TJX Security ID: 872540109

Meeting Date: JUN 14, 2011 Meeting Type: Annual

Record Date: APR 18, 2011

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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Jose B. Alvarez	For	For	Management
2	Elect Director Alan M. Bennett	For	For	Management
3	Elect Director Bernard Cammarata	For	For	Management
4	Elect Director David T. Ching	For	For	Management
5	Elect Director Michael F. Hines	For	For	Management
6	Elect Director Amy B. Lane	For	For	Management
7	Elect Director Carol Meyrowitz	For	For	Management
8	Elect Director John F. O'Brien	For	For	Management
9	Elect Director Willow B. Shire	For	For	Management
10	Ratify Auditors	For	For	Management
11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
12	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

THE TRAVELERS COMPANIES, INC.

Ticker: TRV Security ID: 89417E109

Meeting Date: MAY 26, 2011 Meeting Type: Annual

Record Date: MAR 28, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Alan L. Beller	For	For	Management
2	Elect Director John H. Dasburg	For	For	Management

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3	Elect Director Janet M. Dolan	For	For	Management
4	Elect Director Kenneth M. Duberstein	For	For	Management
5	Elect Director Jay S. Fishman	For	For	Management
6	Elect Director Lawrence G. Graev	For	For	Management
7	Elect Director Patricia L. Higgins	For	For	Management
8	Elect Director Thomas R. Hodgson	For	For	Management
9	Elect Director Cleve L. Killingsworth, Jr.	For	For	Management
10	Elect Director Donald J. Shepard	For	For	Management
11	Elect Director Laurie J. Thomsen	For	For	Management
12	Ratify Auditors	For	For	Management
13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
14	Advisory Vote on Say on Pay Frequency	Three Years	One Year	Management

TIME WARNER CABLE INC.

Ticker: TWC Security ID: 88732J207

Meeting Date: MAY 19, 2011 Meeting Type: Annual

Record Date: MAR 24, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Carole Black	For	For	Management
2	Elect Director Glenn A. Britt	For	For	Management

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3	Elect Director Thomas H. Castro	For	For	Management
4	Elect Director David C. Chang	For	For	Management
5	Elect Director James E. Copeland, Jr.	For	For	Management
6	Elect Director Peter R. Haje	For	For	Management
7	Elect Director Donna A. James	For	For	Management
8	Elect Director Don Logan	For	For	Management
9	Elect Director N.J. Nicholas, Jr.	For	For	Management
10	Elect Director Wayne H. Pace	For	For	Management
11	Elect Director Edward D. Shirley	For	For	Management
12	Elect Director John E. Sununu	For	For	Management
13	Ratify Auditors	For	For	Management
14	Approve Omnibus Stock Plan	For	For	Management
15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
16	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

TORCHMARK CORPORATION

Ticker: TMK Security ID: 891027104

Meeting Date: APR 28, 2011 Meeting Type: Annual

Record Date: MAR 09, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Mark S. McAndrew	For	For	Management
2	Elect Director Sam R. Perry	For	For	Management

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3	Elect Director Lamar C. Smith	For	For	Management
4	Ratify Auditors	For	For	Management
5	Approve Omnibus Stock Plan	For	Against	Management
6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
7	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

TRI-CONTINENTAL CORPORATION

Ticker: TY Security ID: 895436103

Meeting Date: MAY 03, 2011 Meeting Type: Annual

Record Date: FEB 16, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Patricia M. Flynn	For	For	Management
1.2	Elect Director Stephen R. Lewis, Jr.	For	For	Management
1.3	Elect Director Catherine James Paglia	For	For	Management
2	Ratify Auditors	For	For	Management
3	Approve Change of Fundamental Investment Policy Regarding Securities Lending	For	For	Management

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UNITED PARCEL SERVICE, INC.

Ticker: UPS Security ID: 911312106

Meeting Date: MAY 05, 2011 Meeting Type: Annual

Record Date: MAR 07, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director F. Duane Ackerman	For	Against	Management
2	Elect Director Michael J. Burns	For	For	Management
3	Elect Director D. Scott Davis	For	For	Management
4	Elect Director Stuart E. Eizenstat	For	For	Management
5	Elect Director Michael L. Eskew	For	For	Management
6	Elect Director William R. Johnson	For	For	Management
7	Elect Director Ann M. Livermore	For	For	Management
8	Elect Director Rudy H.P. Markham	For	For	Management
9	Elect Director Clark T. Randt, Jr.	For	For	Management
10	Elect Director John W. Thompson	For	For	Management
11	Elect Director Carol B. Tome	For	For	Management
12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
13	Advisory Vote on Say on Pay Frequency	Three Years	One Year	Management
14	Ratify Auditors	For	For	Management
15	Other Business	For	Against	Management

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UNITED TECHNOLOGIES CORPORATION

Ticker: UTX Security ID: 913017109

Meeting Date: APR 13, 2011 Meeting Type: Annual

Record Date: FEB 15, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Louis R. Chenevert	For	For	Management
2	Elect Director John V. Faraci	For	For	Management
3	Elect Director Jean-Pierre Garnier	For	For	Management
4	Elect Director Jamie S. Gorelick	For	For	Management
5	Elect Director Edward A. Kangas	For	For	Management
6	Elect Director Ellen J. Kullman	For	For	Management
7	Elect Director Charles R. Lee	For	For	Management
8	Elect Director Richard D. McCormick	For	For	Management
9	Elect Director Harold McGraw III	For	For	Management
10	Elect Director Richard B. Myers	For	For	Management
11	Elect Director H. Patrick Swygert	For	For	Management
12	Elect Director Andre Villeneuve	For	For	Management
13	Elect Director Christine Todd Whitman	For	For	Management
14	Ratify Auditors	For	For	Management
15	Amend Omnibus Stock Plan	For	For	Management
16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
17	Advisory Vote on Say on Pay Frequency	None	One Year	Management
18	Stock Retention/Holding Period	Against	For	Shareholder

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UNITEDHEALTH GROUP INCORPORATED

Ticker: UNH Security ID: 91324P102

Meeting Date: MAY 23, 2011 Meeting Type: Annual

Record Date: MAR 24, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director William C. Ballard, Jr.	For	Against	Management
2	Elect Director Richard T. Burke	For	Against	Management
3	Elect Director Robert J. Darretta	For	For	Management
4	Elect Director Stephen J. Hemsley	For	For	Management
5	Elect Director Michele J. Hooper	For	For	Management
6	Elect Director Rodger A. Lawson	For	For	Management
7	Elect Director Douglas W. Leatherdale	For	Against	Management
8	Elect Director Glenn M. Renwick	For	For	Management
9	Elect Director Kenneth I. Shine	For	For	Management
10	Elect Director Gail R. Wilensky	For	Against	Management
11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
12	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
13	Approve Omnibus Stock Plan	For	For	Management
14	Amend Qualified Employee Stock Purchase Plan	For	For	Management
15	Ratify Auditors	For	For	Management

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VALERO ENERGY CORPORATION

Ticker: VLO Security ID: 91913Y100

Meeting Date: APR 28, 2011 Meeting Type: Annual

Record Date: MAR 01, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Ronald K. Calgaard	For	For	Management
2	Elect Director Stephen M. Waters	For	For	Management
3	Elect Director Randall J. Weisenburger	For	For	Management
4	Elect Director Rayford Wilkins, Jr.	For	For	Management
5	Declassify the Board of Directors	For	For	Management
6	Ratify Auditors	For	For	Management
7	Approve Omnibus Stock Plan	For	For	Management
8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management
9	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
10	Report on Political Contributions	Against	Against	Shareholder
11	Review Political Expenditures and Processes	Against	Against	Shareholder
12	Report on Accident Risk Reduction Efforts	Against	Abstain	Shareholder

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VERIZON COMMUNICATIONS INC.

Ticker: VZ Security ID: 92343V104

Meeting Date: MAY 05, 2011 Meeting Type: Annual

Record Date: MAR 07, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Richard L. Carrion	For	For	Management
2	Elect Director M. Frances Keeth	For	For	Management
3	Elect Director Robert W. Lane	For	For	Management
4	Elect Director Lowell C. Mcadam	For	For	Management
5	Elect Director Sandra O. Moose	For	For	Management
6	Elect Director Joseph Neubauer	For	Against	Management
7	Elect Director Donald T. Nicolaisen	For	For	Management
8	Elect Director Clarence Otis, Jr.	For	For	Management
9	Elect Director Hugh B. Price	For	For	Management
10	Elect Director Ivan G. Seidenberg	For	For	Management
11	Elect Director Rodney E. Slater	For	Against	Management
12	Elect Director John W. Snow	For	For	Management
13	Ratify Auditors	For	For	Management
14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
15	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
16	Disclose Prior Government Service	Against	Abstain	Shareholder
17	Performance-Based Equity Awards	Against	Against	Shareholder
18	Restore or Provide for Cumulative Voting	Against	For	Shareholder
19	Amend Articles/Bylaws/Charter -- Call	Against	For	Shareholder

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Special Meetings

W.W. GRAINGER, INC.

Ticker: GWW Security ID: 384802104

Meeting Date: APR 27, 2011 Meeting Type: Annual

Record Date: MAR 07, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Brian P. Anderson	For	For	Management
1.2	Elect Director Wilbur H. Gantz	For	For	Management
1.3	Elect Director V. Ann Hailey	For	For	Management
1.4	Elect Director William K. Hall	For	For	Management
1.5	Elect Director Stuart L. Levenick	For	For	Management
1.6	Elect Director John W. McCarter, Jr.	For	For	Management
1.7	Elect Director Neil S. Novich	For	For	Management
1.8	Elect Director Michael J. Roberts	For	For	Management
1.9	Elect Director Gary L. Rogers	For	For	Management
1.10	Elect Director James T. Ryan	For	For	Management
1.11	Elect Director E. Scott Santi	For	For	Management
1.12	Elect Director James D. Slavik	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management

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WAL-MART STORES, INC.

Ticker: WMT Security ID: 931142103

Meeting Date: JUN 03, 2011 Meeting Type: Annual

Record Date: APR 06, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director Aida M. Alvarez	For	For	Management
2	Elect Director James W. Breyer	For	For	Management
3	Elect Director M. Michele Burns	For	For	Management
4	Elect Director James I. Cash, Jr.	For	For	Management
5	Elect Director Roger C. Corbett	For	For	Management
6	Elect Director Douglas N. Daft	For	For	Management
7	Elect Director Michael T. Duke	For	For	Management
8	Elect Director Gregory B. Penner	For	For	Management
9	Elect Director Steven S Reinemund	For	For	Management
10	Elect Director H. Lee Scott, Jr.	For	For	Management
11	Elect Director Arne M. Sorenson	For	For	Management
12	Elect Director Jim C. Walton	For	For	Management
13	Elect Director S. Robson Walton	For	For	Management
14	Elect Director Christopher J. Williams	For	For	Management
15	Elect Director Linda S. Wolf	For	For	Management
16	Ratify Auditors	For	For	Management
17	Advisory Vote to Ratify Named Executive	For	For	Management

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Officers' Compensation

18	Advisory Vote on Say on Pay Frequency	One Year	One Year	Management
19	Amend EEO Policy to Prohibit	Against	Abstain	Shareholder

Discrimination based on Gender Identity

20	Report on Political Contributions	Against	For	Shareholder
21	Amend Articles/Bylaws/Charter -- Call	Against	For	Shareholder

Special Meetings

22	Require Suppliers to Produce	Against	Abstain	Shareholder
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Sustainability Reports

23	Report on Climate Change Business Risks	Against	Abstain	Shareholder
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WALGREEN CO.

Ticker: WAG Security ID: 931422109

Meeting Date: JAN 12, 2011 Meeting Type: Annual

Record Date: NOV 15, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Director David J. Brailer	For	For	Management
2	Elect Director Steven A. Davis	For	For	Management
3	Elect Director William C. Foote	For	For	Management
4	Elect Director Mark P. Frissora	For	For	Management
5	Elect Director Ginger L. Graham	For	For	Management
6	Elect Director Alan G. McNally	For	For	Management
7	Elect Director Nancy M. Schlichting	For	For	Management

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8	Elect Director David Y. Schwartz	For	For	Management
9	Elect Director Alejandro Silva	For	For	Management
10	Elect Director James A. Skinner	For	For	Management
11	Elect Director Gregory D. Wasson	For	For	Management
12	Ratify Auditors	For	For	Management
13	Amend Articles of Incorporation to Revise the Purpose Clause	For	For	Management
14	Reduce Supermajority Vote Requirement	For	For	Management
15	Rescind Fair Price Provision	For	For	Management
16	Amend Articles/Bylaws/Charter -- Call Special Meetings	Against	For	Shareholder
17	Performance-Based Equity Awards	Against	For	Shareholder

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Any ballot marked Abstain is considered to have been voted. Ballots marked Abstain are considered to have been voted against management's recommendation if management's recommendation is For or Against, and for management's recommendation if management's recommendation is Abstain. Where management has recommended that shareholders Abstain from voting on a ballot item, a ballot marked For or Against is considered to have been voted against management's recommendation to Abstain.

Where management has made no recommendation on a ballot item, NA is used to indicate that there is no management recommendation that a shareholder may vote For or Against.

Any ballot marked as Take No Action is neither a vote cast for or against management and NA is used to represent this.

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SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) Tri-Continental Corporation

By (Signature and Title)* /s/ J. Kevin Connaughton
J. Kevin Connaughton
President

Date: August 19, 2011

* Print the name and title of each signing officer under his or her signature.
