

AETNA INC /PA/  
Form 4  
February 22, 2017

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Bertolini Mark T

(Last) (First) (Middle)  
151 FARMINGTON AVENUE  
(Street)

HARTFORD, CT 06156

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
AETNA INC /PA/ [AET]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/17/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount (A) or (D) Price					
Common Stock	02/21/2017		M		8,894 (1)	A	2	304,070	D	
Common Stock	02/21/2017		F		4,362 (3)	D	\$	126.34	299,708	D
Common Stock								120,000 (4)	I	by Charitable Lead Annuity Trust ("CLAT")
								454,071 (5)	I	

Common  
Stockby Grantor  
Retained  
Annuity  
Trust  
("GRAT")

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**SEC 1474  
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Stock Appreciation Rights	\$ 125.27	02/17/2017		A	260,037		02/17/2018 <sup>(6)</sup>	02/17/2027	Common Stock
Restricted Stock Units	<u>(2)</u>	02/17/2017		A	19,830		<u>(7)</u>	<u>(7)</u>	Common Stock
Restricted Stock Units	<u>(2)</u>	02/21/2017		M	8,894		<u>(8)</u>	<u>(8)</u>	Common Stock

## Reporting Owners

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

## Signatures

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

02/22/2017

        \*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Represents vesting of previously reported Restricted Stock Units granted under the Aetna Inc. 2010 Stock Incentive Plan (the "Plan").
- (2) Each Restricted Stock Unit represents a right to receive one share of Aetna Inc. Common Stock net of taxes.
- (3) Represents tax withholding on vesting of previously reported Restricted Stock Units.
- (4) Represents shares held by CLAT where Reporting Person is investment advisor.
- (5) Represents shares held by GRAT where Reporting Person is sole trustee.
- (6) Stock Appreciation Rights granted under the Plan, exercisable in three annual installments beginning February 17, 2018.
- (7) Restricted Stock Units granted under the Plan vest in three annual installments beginning February 17, 2018.
- (8) Restricted Stock Units granted under the Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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