McCauley Frank G. Form 4 January 22, 2013

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

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 * McCauley Frank G.

2. Issuer Name and Ticker or Trading Symbol

Issuer

AETNA INC /PA/ [AET]

(First) (Middle) (Last)

3. Date of Earliest Transaction

(Month/Day/Year)

AETNA INC., 151 FARMINGTON AVENUE

(Street)

(State)

01/17/2013

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

Exec VP, Commercial Businesses

Person

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

below)

Director

X_ Officer (give title

HARTFORD, CT 06156

(City) (Zip) 1. Title of

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (I) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(A) Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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

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

1. Title of Derivative Security

Security

(Instr. 3)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

5. Number 4. Transaction of Derivative Expiration Date Securities Code

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Stock Units	(1)	01/17/2013		A		5,861		(2)	(2)	Common Stock	5,861
Performance Stock Units	<u>(1)</u>	01/17/2013		A		161		(3)	<u>(3)</u>	Common Stock	161

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McCauley Frank G. AETNA INC. 151 FARMINGTON AVENUE HARTFORD, CT 06156

Exec VP, Commercial Businesses

Signatures

Frank G. McCauley by Judith H. Jones, Attorney-in-Fact

01/22/2013

**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).
- Performance Stock Units granted under the Aetna Inc. 2010 Stock Incentive Plan. Each Performance Stock Unit represents a right to
 (1) receive up to two shares of Aetna Inc. Common Stock net taxes, depending on performance against the specified Company performance target.
- Performance Stock Units originally granted on February 2, 2012. Units vest based on both service through February 2, 2014 and attaining the specified Company performance target. On January 17, 2013, the Company's Committee on Compensation and Organization determined that the performance target had been met at a specified level for the first performance period. Units will vest in accordance with the Plan if executive remains employed by the Company through February 2, 2014.
- Performance Stock Units originally granted on March 5, 2012. Units vest based on both service through March 5, 2014 and attaining the specified Company performance target. On January 17, 2013, the Company's Committee on Compensation and Organization determined that the performance target had been met at a specified level for the first performance period. Units will vest in accordance with the Plan if executive remains employed by the Company through March 5, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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