

CIGNA CORP
Form 4/A
December 22, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HARRIS ISAAH JR

(Last) (First) (Middle)

TWO LIBERTY PLACE, 1601
CHESTNUT STREET

(Street)

PHILADELPHIA, PA 19192

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CIGNA CORP [CI]

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
06/03/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		Price

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities
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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)	(Instr.)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	06/01/2008	A		1,308 <u>(2)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock, \$.25 Par Value	1,308	\$ 40
Phantom Stock Units	<u>(1)</u>	09/01/2008	A		1,268 <u>(2)</u>		<u>(5)</u>	<u>(5)</u>	Common Stock, \$.25 Par Value	1,268	\$ 41
Phantom Stock Units	<u>(1)</u>	12/01/2008	A		4,388 <u>(2)</u>		<u>(6)</u>	<u>(6)</u>	Common Stock, \$.25 Par Value	4,388	\$ 12

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARRIS ISAAH JR TWO LIBERTY PLACE 1601 CHESTNUT STREET PHILADELPHIA, PA 19192	X			

Signatures

/s/ DanThu Thi Phan,
attorney-in-fact

12/22/2008

__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) Each phantom stock unit is the economic equivalent of one share of CIGNA common stock and is to be settled in cash.
- (2) This Form 4/A amends a Form 4 filed on June 3, 2008, a Form 4 filed on September 2, 2008 and a Form 4 filed on December 2, 2008.
- (3) 923 of these phantom stock units represent the mandatory deferral of retainer fees under the Non-Employee Director Compensation Program; the date exercisable is June 1, 2011. Any additional phantom stock units represent the voluntary deferral of retainer fees pursuant to elections made under the Deferred Compensation Plan for Directors of CIGNA Corporation. The number of phantom stock units accrued previously was incorrectly reported on a Form 4 filed on June 3, 2008.
- (4)

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Includes 14 phantom stock units acquired pursuant to a dividend reinvestment feature of the Deferred Compensation Plan for Directors of CIGNA Corporation.

(5) 895 of these phantom stock units represent the mandatory deferral of retainer fees under the Non-Employee Director Compensation Program; the date exercisable is September 1, 2011. Any additional phantom stock units represent the voluntary deferral of retainer fees pursuant to elections made under the Deferred Compensation Plan for Directors of CIGNA Corporation. The number of phantom stock units accrued previously was incorrectly reported on a Form 4 filed on September 2, 2008.

(6) 3,096 of these phantom stock units represent the mandatory deferral of retainer fees under the Non-Employee Director Compensation Program; the settlement date is December 1, 2011. Any additional phantom stock units represent the voluntary deferral of retainer fees pursuant to elections made under the Deferred Compensation Plan for Directors of CIGNA Corporation. The number of phantom stock units accrued previously was incorrectly reported on a Form 4 filed on December 2, 2008.

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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