

BENNETT ALAN M
Form 4
February 22, 2005

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 *
BENNETT ALAN M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President & CFO

HARTFORD, CT 06156

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

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

(City) (State) (Zip)

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	02/17/2005		M		2,277	A	\$ 43.3828
Common Stock	02/17/2005		M		5,000	A	\$ 28.89
Common Stock	02/17/2005		M		31,000	A	\$ 35.78
Common Stock	02/17/2005		S ⁽¹⁾		1,000	D	\$ 139.98
Common Stock	02/17/2005		S ⁽¹⁾		9,000	D	\$ 140

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Common Stock	02/17/2005	S ⁽¹⁾	1,000	D	\$ 140.0019	0	D	
Common Stock	02/17/2005	S ⁽¹⁾	2,000	D	\$ 140.0149	0	D	
Common Stock	02/17/2005	S ⁽¹⁾	6,000	D	\$ 140.05	0	D	
Common Stock	02/17/2005	S ⁽¹⁾	1,000	D	\$ 140.09	0	D	
Common Stock	02/17/2005	S ⁽¹⁾	4,000	D	\$ 140.1	0	D	
Common Stock	02/17/2005	S ⁽¹⁾	3,050	D	\$ 140.15	0	D	
Common Stock	02/17/2005	S ⁽¹⁾	2,000	D	\$ 140.23	0	D	
Common Stock	02/17/2005	S ⁽¹⁾	1,000	D	\$ 140.24	0	D	
Common Stock	02/17/2005	S ⁽¹⁾	1,000	D	\$ 140.251	0	D	
Common Stock	02/17/2005	S ⁽¹⁾	1,000	D	\$ 140.4	0	D	
Common Stock	02/17/2005	S ⁽¹⁾	1,000	D	\$ 140.42	0	D	
Common Stock	02/17/2005	S ⁽¹⁾	3,227	D	\$ 140.45	0	D	
Common Stock	02/17/2005	S ⁽¹⁾	2,000	D	\$ 140.55	22,992	D	
Common Stock						2,699.1587	I	401(k) Plan ⁽²⁾

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

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(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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option								
		\$ 43.3828		02/17/2005			M	2,277
					12/13/2000	01/29/2009	Common Stock	2,277
Employee Stock Option		\$ 28.89		02/17/2005			M	5,000
					09/28/2002	09/28/2011	Common Stock	5,000
Employee Stock Option		\$ 35.78		02/17/2005			M	31,000
					01/25/2003	01/25/2012	Common Stock	31,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENNETT ALAN M 151 FARMINGTON AVENUE HARTFORD, CT 06156			Senior Vice President & CFO	

Signatures

Alan M. Bennett by Paige L. Falasco, Attorney-in-Fact	02/22/2005
**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) The sale reported was effected pursuant to a 10b-5 trading plan adopted by the reporting person on November 24, 2004.
- (2) Represents pro rata share of the stock portion of Aetna Common Stock Fund held by reporting person on January 31, 2005 pursuant to Aetna Incentive Savings Plan. The information is based on information provided by the Plan Trustee as of that date.

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.