

AETNA INC /PA/
Form 8-K
March 03, 2009

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 26, 2009

Aetna Inc.
(Exact name of registrant as specified in its charter)

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| Pennsylvania (State or other jurisdiction of incorporation) | 1-16095 (Commission File Number) | 23-2229683 (IRS Employer Identification No.) |
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|---|---------------------|
| 151 Farmington Avenue, Hartford, CT (Address of principal executive offices) | 06156 (Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code: (860) 273-0123

Former name or former address, if changed since last report: Not applicable

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 5 – Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 10, 2009, Aetna Inc. (“Aetna”) will grant a special restricted stock unit (“RSU”) award to Aetna’s Senior Vice President and General Counsel, William J. Casazza, under Aetna’s 2000 Stock Incentive Plan. The grant promotes the retention of Mr. Casazza. The grant date value of Mr. Casazza’s award will be approximately \$900,000. One third of the RSUs will vest on each of March 10, 2010, March 10, 2011 and March 10, 2012, subject to earlier termination as provided in Aetna’s 2000 Stock Incentive Plan and the applicable RSU award agreement. No dividends will be paid on the unvested portion of the RSUs. In connection with this grant, Mr. Casazza will enter into an agreement not to compete with Aetna for a period of one year following his termination of employment.

The special RSU award is in addition to Aetna’s regular annual cash bonus awards and equity grants.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Aetna Inc.

Date: March 3, 2009

By:

/s/ Rajan Parmeswar

Name: Rajan Parmeswar

Title: Vice President, Controller and
Chief Accounting Officer