AETNA INC /PA/ Form 4 February 22, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Bertolini Mark T Issuer Symbol AETNA INC /PA/ [AET] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 151 FARMINGTON AVENUE 02/17/2017 below) Chairman and CEO (Street)

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 Person

HARTFORD, CT 06156

(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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			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)	
Common Stock	02/21/2017		M	8,894 (1)	A	<u>(2)</u>	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 Stock

by Grantor Retained Annuity Trust ("GRAT")

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 (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 onDerivative 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 an
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Rights	\$ 125.27	02/17/2017		A	260,037		02/17/2018(6)	02/17/2027	Common Stock
Restricted Stock Units	(2)	02/17/2017		A	19,830		<u>(7)</u>	<u>(7)</u>	Common Stock
Restricted Stock Units	(2)	02/21/2017		M		8,894	(8)	(8)	Common

Reporting Owners

**Signature of Reporting Person

Attorney-in-Fact

Reporting Owner Name / Address	Relationships						
F •- • -g • ·· ··	Director	10% Owner	Officer	Other			
Bertolini Mark T 151 FARMINGTON AVENUE HARTFORD, CT 06156			Chairman and CEO				
Signatures							
Mark T. Bertolini, by Judith H. J	ones,		02/22/2017				

Reporting Owners 2

Date

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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. 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.