AETNA INC /PA/ Form 4 February 15, 2006

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Expires: January 31, 2005
Estimated average

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES
or

Form 5 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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * BENNETT ALAN M | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | |
|--|----------|----------------|--|--|--|--|
| | | | AETNA INC /PA/ [AET] | (Check all applicable) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | |
| 151 FARMINGTON AVENUE | | | (Month/Day/Year) 02/13/2006 | Director 10% Owner _X_ Officer (give title Other (specify below) Senior Vice President & CFO | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| HARTFORD, CT 06156 | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| (City) | (State) | (Zip) | | | | |
| (Sity) | (State) | (21 p) | Table I - Non-Derivative Securities Ac | equired, Disposed of, or Beneficially Owned | | |

| (City) | (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner | | | | | | | | | | |
|--------------------------------------|--|---|---|--------|-----------|-------------|--|--|---|--|--|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. 4. Securities A Transaction(A) or Dispose Code (Instr. 3, 4 and (Instr. 8) | | | of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | | | |
| Common Stock | 02/13/2006 | | M | 46,667 | A | \$ 20.94 | 0 | D | | | |
| Common Stock | 02/13/2006 | | S(1) | 1,900 | D | \$ 99 | 0 | D | | | |
| Common Stock | 02/13/2006 | | S(1) | 1,700 | D | \$ 99.02 | 0 | D | | | |
| Common Stock | 02/13/2006 | | S(1) | 100 | D | \$ 99.03 | 0 | D | | | |
| Common Stock | 02/13/2006 | | S <u>(1)</u> | 1,600 | D | \$ 99.05 | 0 | D | | | |

Edgar Filing: AETNA INC /PA/ - Form 4

| Common Stock | 02/13/2006 | S <u>(1)</u> | 200 | D | \$ 99.06 | 0 | D |
|-----------------|------------|--------------|-------|---|-------------|---|---|
| Common Stock | 02/13/2006 | S <u>(1)</u> | 3,600 | D | \$ 99.1 | 0 | D |
| Common Stock | 02/13/2006 | S <u>(1)</u> | 100 | D | \$ 99.12 | 0 | D |
| Common Stock | 02/13/2006 | S <u>(1)</u> | 2,700 | D | \$ 99.15 | 0 | D |
| Common Stock | 02/13/2006 | S <u>(1)</u> | 100 | D | \$ 99.16 | 0 | D |
| Common Stock | 02/13/2006 | S <u>(1)</u> | 5,200 | D | \$ 99.2 | 0 | D |
| Common Stock | 02/13/2006 | S <u>(1)</u> | 200 | D | \$ 99.21 | 0 | D |
| Common Stock | 02/13/2006 | S <u>(1)</u> | 1,300 | D | \$ 99.22 | 0 | D |
| Common Stock | 02/13/2006 | S <u>(1)</u> | 700 | D | \$ 99.23 | 0 | D |
| Common Stock | 02/13/2006 | S <u>(1)</u> | 400 | D | \$ 99.28 | 0 | D |
| Common Stock | 02/13/2006 | S <u>(1)</u> | 100 | D | \$ 99.29 | 0 | D |
| Common Stock | 02/13/2006 | S <u>(1)</u> | 4,100 | D | \$ 99.35 | 0 | D |
| Common Stock | 02/13/2006 | S <u>(1)</u> | 900 | D | \$ 99.36 | 0 | D |
| Common Stock | 02/13/2006 | S(1) | 1,200 | D | \$ 99.4 | 0 | D |
| Common Stock | 02/13/2006 | S(1) | 1,900 | D | \$ 99.42 | 0 | D |
| Common Stock | 02/13/2006 | S <u>(1)</u> | 1,800 | D | \$ 99.48 | 0 | D |
| Common Stock | 02/13/2006 | S <u>(1)</u> | 7,300 | D | \$ 99.5 | 0 | D |
| Common Stock | 02/13/2006 | S <u>(1)</u> | 1,800 | D | \$ 99.52 | 0 | D |
| Common Stock | 02/13/2006 | S <u>(1)</u> | 100 | D | \$ 99.55 | 0 | D |
| Common Stock | 02/13/2006 | S(1) | 267 | D | \$ 99.3 | 0 | D |
| | 02/13/2006 | S <u>(1)</u> | 1,600 | D | | 0 | D |

Edgar Filing: AETNA INC /PA/ - Form 4

| Common Stock | | | | | \$ 99.57 | | | |
|-----------------|------------|--------------|-------|---|-------------|-------------------|---|-------------------|
| Common Stock | 02/13/2006 | S <u>(1)</u> | 3,000 | D | \$ 99.6 | 0 | D | |
| Common Stock | 02/13/2006 | S <u>(1)</u> | 500 | D | \$ 99.75 | 0 | D | |
| Common Stock | 02/13/2006 | S | 2,300 | D | \$ 99.8 | 25,984 | D | |
| Common Stock | | | | | | 5,354.9277 (2) | I | By 401(k) Plan |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transacti Code (Instr. 8) | iorDerivative Securities | | Derivative Expiration Date Gecurities (Month/Day/Year) Acquired (A) or Disposed of D) Instr. 3, 4, | | 7. Title and A Underlying S (Instr. 3 and | Securities |
|---|---|--------------------------------------|---|---------------------------------------|-----------------------------|--------|--|--------------------|---|-------------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option | \$ 20.94 | 02/13/2006 | | M | | 46,667 | 02/27/2004 | 02/27/2013 | Common Stock | 46,667 |

Reporting Owners

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

3 Reporting Owners

Signatures

Alan M. Bennett by Judith H. Jones, Attorney-in-Fact

02/14/2006

**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 18, 2005.
- (2) Represents pro rata share of the stock portion of Aetna Common Stock Fund held by reporting person on January 31, 2006 pursuant to Aetna 401(k) 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.

Signatures 4