

Jelinek Richard M
Form 4
December 29, 2017

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 *
Jelinek Richard 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)
AETNA INC., 151 FARMINGTON AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
12/27/2017

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

EVP, Enterprise Strategy

(Street)
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 | 12/27/2017 | | M | | 2,732 (1) A (2) 2,900 | D | |
| Common Stock | 12/27/2017 | | F | | 1,410 (3) D \$ 180.85 1,490 | D | |
| Common Stock | 12/27/2017 | | M | | 26,011 (4) A (5) 27,501 | D | |
| Common Stock | 12/27/2017 | | F | | 13,414 (6) D \$ 180.85 14,087 (9) D | D | |

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, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Performance Stock Units | (2) | 12/27/2017 | | M | 2,276 | (7) (7) | Common Stock | 2,276 |
| Restricted Stock Units | (5) | 12/27/2017 | | M | 26,011 | (8) (8) | Common Stock | 26,011 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jelinek Richard M AETNA INC. 151 FARMINGTON AVENUE HARTFORD, CT 06156 | | | EVP, Enterprise Strategy | |

Signatures

/s/ Richard M. Jelinek, by Judith H. Jones,
Attorney-in-Fact

12/29/2017

**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) Represents vesting of previously reported Performance Stock Units (PSUs) granted under the 2010 Stock Incentive Plan (the "Plan").
- (2) Each Performance Stock Unit represents a right to receive up to two shares of Aetna Inc. Common Stock net of taxes.
- (3) Represents tax withholding on vesting of previously reported PSUs.
- (4) Represents vesting of previously reported Restricted Stock Units (RSUs) granted under the Plan.
- (5) Each Restricted Stock Unit represents a right to receive one share of Aetna Inc. Common Stock net of taxes.

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- (6) Represents tax withholding on vesting of previously reported RSUs.
- (7) PSUs granted under the Plan.
- (8) RSUs granted under the Plan.
- (9) Includes 168 shares acquired under the Aetna Inc. 2016 Employee Stock Purchase Plan on December 1, 2017

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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