

CIGNA CORP
Form S-8
November 02, 2005

As filed with the Securities and Exchange Commission on November 2, 2005
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

CIGNA Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

1-8323

(Commission File Number)

06-1059331

(IRS Employer
Identification No.)

**One Liberty Place, 1650 Market Street
Philadelphia, Pennsylvania 19192**

(Address of principal executive offices) (Zip Code)

CIGNA Deferred Compensation Plan

(Full title of the plan)

**Carol J. Ward
Corporate Secretary
CIGNA Corporation
One Liberty Place
1650 Market Street
Philadelphia, PA 19192-1550**

(Name and address of agent for service)

Registrant's telephone number, including area code:

(215) 761-1000

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered | Proposed maximum offering price per share ⁽¹⁾ | Proposed maximum aggregate offering price ⁽²⁾ | Amount of registration fee |
|--|-------------------------|--|--|----------------------------|
| Deferred Compensation Obligations ⁽¹⁾ | \$10,000,000 | 100% | \$10,000,000 | \$1,177.00 |

(1) The Deferred Compensation Obligations are unsecured and unsubordinated obligations of CIGNA Corporation to pay certain deferred compensation in the future in accordance with the terms of the CIGNA Deferred Compensation Plan.

(2) Estimated solely for purposes of determining the registration fee in accordance with Rule 457(h) under the Securities Act of 1933.

Note on Filing History

On November 12, 1999, CIGNA Corporation filed a registration statement on Form S-8 (File No. 333-90785), registering \$30,000,000 of Deferred Compensation Obligations to be offered under the CIGNA Deferred Compensation Plan. CIGNA is filing this registration statement to register an additional \$10,000,000 of Deferred Compensation Obligations under the Plan.

Part I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The Section 10(a) prospectus relating to the Plan is omitted from this registration statement pursuant to the Note to Part I of Form S-8.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

As permitted by General Instruction E to Form S-8, the contents of CIGNA's registration statement on Form S-8 (File No. 333-90785), covering Deferred Compensation Obligations to be offered under the Plan, as updated below, are incorporated by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Philadelphia, Commonwealth of Pennsylvania, on November 2, 2005.

CIGNA
CORPORATION

By: /s/ Carol J. Ward
Carol J. Ward
Corporate Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities indicated on November 2, 2005.

Principal Officers:

H. Edward Hanway*
Chairman, Chief Executive Officer
and a Director

Principal Financial Officer:

By: /s/ Michael W. Bell
Michael W. Bell
Executive Vice President
and Chief Financial Officer

Directors:*

Robert H. Campbell
Isaiah Harris, Jr.
Jane E. Henney, M.D.
Peter N. Larson
Roman Martinez, IV
Louis W. Sullivan, M.D.
Harold A. Wagner
Carol Cox Wait
Donna Zarcone
William D. Zollars

Principal Accounting Officer:

By: /s/ Annmarie T. Hagan
Annmarie T. Hagan
Vice President and
Chief Accounting Officer

Date: November 2, 2005

*By:/s/ Carol J. Ward

Carol J. Ward

Attorney-in-Fact

Date: November 2, 2005

EXHIBIT INDEX

| <u>Number</u> | <u>Description</u> | <u>Method of Filing</u> |
|---------------|---|---|
| 4.1 | CIGNA Deferred Compensation Plan, as amended and restated October 24, 2001 | Filed as Exhibit 10 to CIGNA's Form 10-Q for the quarter ended September 30, 2001 and incorporated herein by reference. |
| 5 | Opinion of Counsel as to legality of securities | Filed herewith. |
| 23.1 | Consent of Counsel (included in Exhibit 5) | Filed herewith. |
| 23.2 | Consent of Independent Accountants | Filed herewith. |
| 24.1 | Powers of Attorney for H. Edward Hanway, Robert H. Campbell, Jane E. Henney, M.D., Peter N. Larson, Louis W. Sullivan, M.D., Harold A. Wagner, and Carol Cox Wait | Filed as Exhibit 24.1 to CIGNA's Form 10-K for the year December 31, 2004 and incorporated herein by reference. |
| 24.2 | Powers of Attorney for Isaiah Harris, Jr., Roman Martinez, IV, Donna Zarccone, and William D. Zollars | Filed herewith. |
