

CIGNA CORP  
Form S-8 POS  
August 03, 2007

As filed with the Securities and Exchange Commission on August 3, 2007

**Registration No. 333-64207**

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

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**POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**CIGNA CORPORATION**  
*(Exact name of registrant as specified in its charter)*

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**Delaware**  
*(State or other jurisdiction of  
incorporation or organization)*

**06-1059331**  
*(I.R.S. employer  
Identification no.)*

**Two Liberty Place, 1601 Chestnut Street  
Philadelphia, Pennsylvania 19192  
Telephone: (215) 761-1000**  
*(Address of principal executive offices)*

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**CIGNA 401(k) PLAN**  
*(Full title of the plan)*

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**Nicole S. Jones**  
**Corporate Secretary and Vice President, Corporate and Financial Law**  
**CIGNA Corporation**  
**Two Liberty Place, 1601 Chestnut Street**  
**Philadelphia, Pennsylvania 19192**  
**Telephone: (215) 761-1000**  
*(Name and address of agent for service)*



## INCORPORATION BY REFERENCE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (the “Post-Effective Amendment No. 1”), filed pursuant to Instruction E on Form S-8, relates to the Registration Statement on Form S-8 (No. 333-64207) of CIGNA Corporation (the “Registrant” or the “Company”) filed by the Company with the Securities and Exchange Commission (the “SEC”) on September 24, 1998 (the “Registration Statement”). Under the Registration Statement, the Registrant registered 4,500,000 shares of Common Stock, par value \$0.25 (the “Common Stock”) to be offered and sold in connection with the Registrant’s CIGNA 401(k) Plan (the “Plan”). The contents of the Registrant’s Registration Statement on Form S-8 (No. 333-64207) are incorporated by reference in this Post-Effective Amendment No. 1.

## EXPLANATORY NOTE

On April 25, 2007, the board of directors of the Registrant approved a three-for-one stock split, in the form of a stock dividend, of the Company’s Common Stock, to be distributed on June 4, 2007 to all stockholders of record at the close of business on May 21, 2007 (the “2007 Stock Split”).

The purpose of this Post-Effective Amendment No. 1 is to reflect, in accordance with Rule 416(b) of the Securities Act of 1933, as amended, the change in the number of shares of the Registrant’s Common Stock registered under the Registration Statement, as a result of the 2007 Stock Split, from 4,500,000 to 13,500,000. In addition, pursuant to Rule 416 under the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement shall be deemed to cover an indeterminate amount of additional shares of the Company's Common Stock that would automatically be issued to prevent dilution resulting from any future stock splits, stock dividends or similar transactions.

## PART II

### INFORMATION REQUIRED TO BE IN THE REGISTRATION STATEMENT

#### **Item 5. Interests of Named Experts and Counsel**

The legality of the shares of Common Stock registered hereby has been passed upon by Deborah Young, Esq., who is employed by and serves as Counsel to the Registrant.

#### **Item 8. Exhibits.**

See Exhibit Index.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 1 to Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Philadelphia, Commonwealth of Pennsylvania, on August 3, 2007.

**CIGNA CORPORATION**

By: /s/ Nicole S. Jones  
Nicole S. Jones  
Corporate Secretary and Vice  
President,  
Corporate and Financial Law

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Form S-8 has been signed by the following persons, in the capacities and on the date indicated:

**Principal Executive Officer:**

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  
Date: August 3, 2007

**Principal Accounting Officer:**

By: /s/ Annmarie T. Hagan  
Annmarie T. Hagan  
Vice President and Chief  
Accounting Officer  
Date: August 3, 2007

**Directors:\***

Robert H. Campbell  
Isaiah Harris, Jr.  
Jane E. Henney, M.D.  
Peter N. Larson  
Roman Martinez IV  
James E. Rogers  
Harold A. Wagner  
Carol Cox Wait  
Eric C. Wiseman  
Donna F. Zarcone  
William D. Zollars

\*By: /s/ Nicole S. Jones  
Attorney-in-fact  
Date: August 3, 2007

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Post-Effective Amendment No. 1 to Form S-8 to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Philadelphia, Commonwealth of Pennsylvania on August 3, 2007.

**CIGNA 401(k) Plan**

By: /s/ John Arko  
John Arko  
Plan Administrator

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**EXHIBIT INDEX**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
5	<u>Opinion of Counsel of the Company</u>
23.1	<u>Consent of PricewaterhouseCoopers LLP</u>
23.2	<u>Consent of Counsel of the Company (included in Exhibit 5.0 above)</u>
24.1	<u>Powers of Attorney</u>

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