

BENNETT ALAN M
Form 4
February 22, 2005

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 *
BENNETT ALAN M

(Last) (First) (Middle)
151 FARMINGTON AVENUE
(Street)

HARTFORD, CT 06156

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AETNA INC /PA/ [AET]

3. Date of Earliest Transaction
(Month/Day/Year)
02/17/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Senior Vice President & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	02/17/2005		M	2,277 A \$ 43.3828	0	D	
Common Stock	02/17/2005		M	5,000 A \$ 28.89	0	D	
Common Stock	02/17/2005		M	31,000 A \$ 35.78	0	D	
Common Stock	02/17/2005		S ⁽¹⁾	1,000 D \$ 139.98	0	D	
Common Stock	02/17/2005		S ⁽¹⁾	9,000 D \$ 140	0	D	

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Common Stock	02/17/2005	S ⁽¹⁾	1,000	D	\$ 140.0019	0	D	
Common Stock	02/17/2005	S ⁽¹⁾	2,000	D	\$ 140.0149	0	D	
Common Stock	02/17/2005	S ⁽¹⁾	6,000	D	\$ 140.05	0	D	
Common Stock	02/17/2005	S ⁽¹⁾	1,000	D	\$ 140.09	0	D	
Common Stock	02/17/2005	S ⁽¹⁾	4,000	D	\$ 140.1	0	D	
Common Stock	02/17/2005	S ⁽¹⁾	3,050	D	\$ 140.15	0	D	
Common Stock	02/17/2005	S ⁽¹⁾	2,000	D	\$ 140.23	0	D	
Common Stock	02/17/2005	S ⁽¹⁾	1,000	D	\$ 140.24	0	D	
Common Stock	02/17/2005	S ⁽¹⁾	1,000	D	\$ 140.251	0	D	
Common Stock	02/17/2005	S ⁽¹⁾	1,000	D	\$ 140.4	0	D	
Common Stock	02/17/2005	S ⁽¹⁾	1,000	D	\$ 140.42	0	D	
Common Stock	02/17/2005	S ⁽¹⁾	3,227	D	\$ 140.45	0	D	
Common Stock	02/17/2005	S ⁽¹⁾	2,000	D	\$ 140.55	22,992	D	
Common Stock						2,699.1587	I	401(k) Plan ⁽²⁾

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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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and 5)

			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 43.3828	02/17/2005	M				12/13/2000	01/29/2009	Common Stock	2,277
Employee Stock Option	\$ 28.89	02/17/2005	M				09/28/2002	09/28/2011	Common Stock	5,000
Employee Stock Option	\$ 35.78	02/17/2005	M				01/25/2003	01/25/2012	Common Stock	31,000

Reporting Owners

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

Signatures

Alan M. Bennett by Paige L. Falasco,
Attorney-in-Fact

02/22/2005

**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 24, 2004.
- (2) Represents pro rata share of the stock portion of Aetna Common Stock Fund held by reporting person on January 31, 2005 pursuant to Aetna Incentive Savings Plan. The information is based on information provided by the Plan Trustee as of that date.

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