

AETNA INC /PA/
Form 8-K
May 24, 2010

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 21, 2010

Aetna Inc.
(Exact name of registrant as specified in its charter)

| | | |
|---|--|--|
| Pennsylvania (State or other jurisdiction of incorporation) | 1-16095 (Commission File Number) | 23-2229683 (IRS Employer Identification No.) |
|---|--|--|

| | |
|---|---------------------|
| 151 Farmington Avenue, Hartford, CT (Address of principal executive offices) | 06156 (Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code: (860) 273-0123

(Former name or former address, if changed since last report.): Not applicable

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

Aetna Inc.'s ("Aetna's") Annual Meeting of Shareholders was held on May 21, 2010. Shareholders voted on the matters set forth below.

1. Election of Director nominees. Each of the nominees listed below was elected as a Director of Aetna until the next Annual Meeting and until their successors are duly elected and qualified based on the following votes:

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------------------|-------------|---------------|-------------|------------------|
| Frank M. Clark | 216,215,370 | 130,325,921 | 7,033,282 | 22,409,398 |
| Betsy Z. Cohen | 208,041,942 | 138,049,202 | 7,483,429 | 22,409,398 |
| Molly J. Coye, M.D. | 349,359,559 | 3,635,852 | 579,162 | 22,409,398 |
| Roger N. Farah | 214,582,479 | 131,939,856 | 7,052,238 | 22,409,398 |
| Barbara H. Franklin | 224,023,487 | 122,561,924 | 6,989,162 | 22,409,398 |
| Jeffrey E. Garten | 225,505,001 | 121,038,696 | 7,030,876 | 22,409,398 |
| Earl G. Graves | 336,873,263 | 16,102,161 | 599,149 | 22,409,398 |
| Gerald Greenwald | 346,586,964 | 6,352,571 | 635,038 | 22,409,398 |
| Ellen M. Hancock | 347,032,217 | 5,927,354 | 615,002 | 22,409,398 |
| Richard J. Harrington | 349,052,099 | 3,935,578 | 586,896 | 22,409,398 |
| Edward J. Ludwig | 339,794,470 | 13,209,205 | 570,898 | 22,409,398 |
| Joseph P. Newhouse | 334,939,414 | 17,583,037 | 1,052,122 | 22,409,398 |
| Ronald A. Williams | 341,778,216 | 11,255,673 | 540,684 | 22,409,398 |

2. The proposal to approve the appointment of KPMG LLP as the independent registered public accounting firm for Aetna and its subsidiaries for 2010 was approved based on the following votes:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 370,251,150 | 5,326,463 | 406,358 | None |

3. The proposal to approve the proposed Aetna Inc. 2010 Stock Incentive Plan was approved based on the following votes:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 290,094,006 | 62,733,843 | 746,724 | 22,409,398 |

4. The proposal to approve the proposed Aetna Inc. 2010 Non-Employee Director Compensation Plan was approved based on the following votes:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 317,989,625 | 34,590,164 | 994,784 | 22,409,398 |

5. The proposal to approve the continued use of certain performance criteria under the Aetna Inc. 2001 Annual Incentive Plan was approved based on the following votes:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 364,101,069 | 10,413,494 | 1,469,408 | None |

6. A shareholder proposal relating to cumulative voting in the election of Directors was not approved based on the following votes:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 122,186,183 | 230,258,582 | 1,129,808 | 22,409,398 |

7. A shareholder proposal to adopt a policy that the Chairman of Aetna's Board of Directors be an independent director who has not previously served as an executive officer of Aetna was not approved based on the following votes:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 161,173,867 | 191,376,646 | 1,024,060 | 22,409,398 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Aetna Inc.

Date: May 24, 2010

By: /s/ Rajan Parmeswar
Name: Rajan Parmeswar
Title: Vice President, Controller and Chief
Accounting Officer