

Foreman James K
Form 4
February 22, 2006

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 *
Foreman James K

(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)
02/21/2006

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)
Executive Vice President

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock ⁽⁴⁾	02/21/2006		M	9,212 A	9,212	D	
Common Stock	02/21/2006		F	3,621 D \$ 49.71	10,557 ⁽⁴⁾	D	
Common Stock					54,743 ⁽⁵⁾	I	401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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)	8. Price or Amount of Derivative Security (Instr. 3)
Restricted Stock Units ⁽¹⁾	<u>(2)</u>	02/21/2006		M	9,212	<u>(3)</u> <u>(3)</u>	Common Stock	9,212

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Foreman James K 151 FARMINGTON AVENUE HARTFORD, CT 06156			Executive Vice President	

Signatures

James K. Foreman by Paige L. Falasco,
Attorney-in-Fact

02/22/2006

**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) Outstanding units adjusted as a result of Aetna's 2-for-1 stock split on February 17, 2006.
 - (2) Each Restricted Unit represents a right to receive one share of Aetna Inc. Common Stock net of taxes.
 - (3) Restricted Stock Units granted under the Aetna Inc. 2000 Stock Incentive Plan; 9212 vested on February 21, 2006 and 9,208 units vest on February 14, 2007.
 - (4) Reflects additional shares issued as a result of Aetna's 2-for-1 stock split on February 17, 2006.
- Represents pro rata portion of the stock portion of Aetna Common Stock Fund held by reporting person on January 31, 2006 pursuant to
- (5) Aetna Inc. 401(k) Plan. The information is based on information provided by the Plan Trustee as of that date. (Figure shown has not been adjusted for Aetna's 2-for-1 stock split on February 17, 2006.)

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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