

NEWHOUSE JOSEPH P
Form 4
April 01, 2005

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
NEWHOUSE JOSEPH P

(Last) (First) (Middle)

HARVARD UNIVERSITY, 180
LONGWOOD AVE

(Street)

BOSTON, MA 02115

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/30/2005

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)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/30/2005		M		3,666	A	\$ 17.89
Common Stock	03/30/2005		M		6,400	A	\$ 21.06
Common Stock	03/30/2005		S ⁽¹⁾		1,000	D	\$ 72.85
Common Stock	03/30/2005		S ⁽¹⁾		1,000	D	\$ 72.9
Common Stock	03/30/2005		S ⁽¹⁾		500	D	\$ 72.95

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Common Stock	03/30/2005	<u>S</u> (1)	1,000	D	\$ 73	0	D
Common Stock	03/30/2005	<u>S</u> (1)	1,000	D	\$ 73.1	0	D
Common Stock	03/30/2005	<u>S</u> (1)	1,000	D	\$ 73.25	0	D
Common Stock	03/30/2005	<u>S</u> (1)	2,000	D	\$ 73.5	0	D
Common Stock	03/30/2005	<u>S</u> (1)	1,000	D	\$ 73.75	0	D
Common Stock	03/30/2005	<u>S</u> (1)	500	D	\$ 73.8	0	D
Common Stock	03/30/2005	<u>S</u> (1)	1,000	D	\$ 73.98	0	D
Common Stock	03/30/2005	<u>S</u> (1)	66	D	\$ 73.99	1,001.0738 (2)	D

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

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SEC 1474
(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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
DIRECTOR STOCK OPTION [RIGHT TO BUY] (3)	\$ 17.89	03/30/2005		M	3,666	(4) 01/25/2012	COMMON STOCK
DIRECTOR STOCK OPTION (RIGHT TO BUY] (3)	\$ 21.06	03/30/2005		M	6,400	(5) 02/28/2013	COMMON STOCK
	(7)	03/31/2005		A	123,416	(6) (6)	

PHANTOM
STOCK
UNITS (6)

COMMON
STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NEWHOUSE JOSEPH P HARVARD UNIVERSITY 180 LONGWOOD AVE BOSTON, MA 02115	X

Signatures

JOSEPH P. NEWHOUSE, BY PAIGE L. FALASCO, ATTORNEY IN
FACT

04/01/2005

__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 MARCH 2, 2005.
- (2) ON MARCH 11, 2005, AETNA INC.'S COMMON STOCK WAS SPLIT 2 FOR 1, RESULTING IN THE REPORTING PERSON'S ACQUISITION OF ADDITIONAL SHARES OF COMMON STOCK.
- (3) THIS OPTION HAS BEEN ADJUSTED TO REFLECT THE COMPANY'S STOCK SPLIT ON MARCH 11, 2005.
- (4) OPTION GRANTED UNDER THE NON-EMPLOYEE DIRECTOR COMPENSATION PLAN (THE"PLAN") AND EXERCISABLE ON JANUARY 25, 2003 (3,666 SHARES), JANUARY 25, 2004 (3,666 SHARES) AND JANUARY 25, 2005 (3,667 SHARES).
- (5) OPTION GRANTED UNDER THE PLAN AND EXERCISABLE IN THREE EQUAL ANNUAL INSTALLMENTS BEGINNING FEBRUARY 28, 2004.
- (6) UNITS ACCRUED UNDER THE PLAN PURSUANT TO DEFERRAL OF DIRECTOR FEES. SUBJECT TO TERMS OF PLAN, UNITS MAY BE SETTLED IN AETNA COMMON STOCK, IN CASH OR A COMBINATION OF BOTH UPON REPORTING PERSON'S RETIREMENT.
- (7) UNITS CONVERT TO COMMON STOCK ON A ONE FOR ONE BASIS
- (8) UNITS HAVE BEEN ADJUSTED TO REFLECT THE COMPANY'S STOCK SPLIT ON MARCH 11, 2005.

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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