

AETNA INC /PA/
Form 8-K
December 06, 2006

**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): **December 1, 2006**

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
(I.R.S. 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))
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Section 5 Corporate Governance and Management

Item 5.05 Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.

Effective December 1, 2006, Aetna Inc. (Aetna) amended its Code of Conduct (the Code). The Code is Aetna's code of ethics that applies to Aetna's Board of Directors and all of its employees, including its principal executive officer, principal financial officer, principal accounting officer and controller. Aetna reviews the Code periodically and amends the Code as appropriate. The Code was last amended in January of 2003.

The December 1, 2006 amendments to the Code include: (a) simplification of the Code's language to enhance clarity and readability; (b) incorporation of Aetna's current policies and procedures; and (c) the addition of certain provisions to reflect legislative and regulatory changes.

A copy of the revised Code is filed as Exhibit 14.1 to this report, and the description of the amendments to the Code is qualified in its entirety by reference to such exhibit, which exhibit is incorporated in this Item 5.05 by reference. The revised Code is posted on Aetna's website at <http://www.aetna.com/governance/code.html>. The contents of Aetna's website are not incorporated by reference in this report or made a part hereof for any purpose.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

14.1 Code of Conduct, as amended on December 1, 2006

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: December 6, 2006

By: /s/ Ronald M. Olejniczak

Name: *Ronald M. Olejniczak*

Title: *Vice President and Controller*

| Exhibit Number | Description |
|-------------------|---|
| Exhibit 14.1 | Code of Conduct, as amended on December 1, 2006 |