

HANCOCK ELLEN M
Form 4
November 28, 2018

FORM 4

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

OMB APPROVAL

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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 *
HANCOCK ELLEN M

(Last) (First) (Middle)

C/O AETNA INC., 151
FARMINGTON AVE

(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)
11/28/2018

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) | | | |
| Common Stock | 11/07/2018 | | G | V | 29,416 | D | \$ 0 17,210 | D | |
| Common Stock | 11/08/2018 | | G | V | 17,000 | D | \$ 0 210 | D | |
| Common Stock | 11/28/2018 | | D | | 210 | D | <u>(1)</u> 0 | D | |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Phantom Stock Units | (2) | 11/28/2018 | | D | | 61,884.659 | (2) (2) | Common Stock | 61,884 |
| Phantom Stock Units | (3) | 11/28/2018 | | D | | 38,052 | (3) (3) | Common Stock | 38,052 |
| Restricted Stock Units | (4) | 11/28/2018 | | D | | 990 | (4) (4) | Common Stock | 990 |
| Deferred Restricted Stock Units | (5) | 11/28/2018 | | D | | 8,103.6418 | (5) (5) | Common Stock | 8,103.6418 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HANCOCK ELLEN M C/O AETNA INC. 151 FARMINGTON AVE HARTFORD, CT 06156 | | X | | |

Signatures

ELLEN M. HANCOCK, by Edward C. Lee,
Attorney-in-Fact

11/28/2018

__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) Converted pursuant to the merger agreement (the "Merger Agreement") between CVS Health Corporation ("CVS Health") and Aetna Inc. ("Aetna") into \$145 in cash and 0.8378 shares of CVS Health Common Stock for each share of Aetna Common Stock.

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- Units accrued under the Non-Employee Director Compensation Plan (the "Plan") pursuant to deferral of Director Fees and other
- (2) compensation due upon termination. These Units were canceled pursuant to the terms of the Plan in exchange for an amount (the "Unit Amount") in cash for each Unit equal to the closing price of Aetna Common Stock on the closing date under the Merger Agreement.
 - (3) Previously reported Units granted under the Plan. These Units were canceled pursuant to the terms of the Plan in exchange for an amount in cash for each Unit equal to the Unit Amount.
- Restricted Stock Units granted under the Plan on May 18, 2018. These Restricted Stock Units were canceled pursuant to the terms of the
- (4) Plan in exchange for an amount in cash for each Restricted Stock Unit equal to the closing price of Aetna Common Stock on the closing date under the Merger Agreement
- Deferred Restricted Stock Units accrued under the Plan pursuant to the deferral of Restricted Stock Unit grants. These Deferred
- (5) Restricted Stock Units were canceled pursuant to the terms of the Plan in exchange for an amount in cash for each Deferred Stock Unit equal to the closing price of Aetna Common Stock on the closing date under the Merger Agreement.

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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