

CIGNA CORP
Form DEFA14A
March 20, 2008

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant o

Filed by a Party other than the Registrant o

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

CIGNA Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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CIGNA and Intracorp 401(k) Participants:

The following Notice about the 2008 Annual Meeting of Shareholders and a proxy/voting instruction card are being mailed to your home address. You may already have received them. If not, you can expect them shortly. You may exercise your right to vote the number of shares of CIGNA stock for which you have:

Voting rights as a direct shareholder (shares held for you in a Mellon Investors account, including restricted stock, vested shares and shares you acquired and hold directly in your own name); and

Pass-through voting rights as an investor in the CIGNA Stock Fund of the CIGNA or Intracorp 401(k) Plan.

You may exercise your right to vote over the internet at the web address found at the bottom of the attached Notice.

[Click here to view the 2008 Proxy Statement and 2007 Annual Report.](#)

CIGNA Corporation
Two Liberty Place
1601 Chestnut Street
Philadelphia, PA 19192-1550
March 20, 2008

NOTICE OF 2008 ANNUAL MEETING OF SHAREHOLDERS

CIGNA Corporation Shareholders:

The annual meeting of shareholders will be held on Wednesday, April 23, 2008 at 3:30 p.m. at The Philadelphia Museum of Art, Van Pelt Auditorium, 26th Street and the Benjamin Franklin Parkway, Philadelphia, Pennsylvania. Directions to The Philadelphia Museum of Art are at the end of the Proxy Statement.

At the meeting, we will ask the shareholders to:

1. Elect four directors for terms expiring in April 2011 (Item 1 on the proxy card);
2. Ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for 2008 (Item 2 on the proxy card);
3. Approve the amendment of Article Fourth of the Company's Restated Certificate of Incorporation (Item 3 on the proxy card);
4. Approve the amendment of Article Fifth of the Company's Restated Certificate of Incorporation (Item 4 on the proxy card);
5. Approve the amendment of Article Tenth of the Company's Restated Certificate of Incorporation (Item 5 on the proxy card); and
6. Consider any other business properly brought before the meeting.

The Board of Directors recommends that you vote in favor of items 1, 2, 3, 4 and 5. These proposals are described in the Proxy Statement. CIGNA's 2008 Proxy Statement and 2007 Annual Report to Shareholders are available online by going to www.cigna.com > About Us > Investor Relations > Most Recent Disclosures > Financial Literature. You may also contact CIGNA's Shareholder Services Department at 215.761.3516 for an Annual Report and Proxy Statement.

CIGNA shareholders of record at the close of business on February 25, 2008 are entitled to notice of and to vote at the meeting and any postponement or adjournment thereof. Your vote is important, even if you do not own many shares. CIGNA encourages you to exercise your right to vote by any of the following means:

1. By returning the completed, signed and dated proxy card in the enclosed envelope;
2. By telephone in the United States using the telephone number found on your proxy card; or
- 3.

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Over the Internet at <http://www.proxyvoting.com/ci>.

Sincerely,

H. EDWARD HANWAY
Chairman and Chief Executive Officer

By order of the Board of Directors,

NICOLE S. JONES
Corporate Secretary

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[NOTICE OF 2008 ANNUAL MEETING OF SHAREHOLDERS](#)