AETNA INC /PA/ Form 4 April 01, 2003

#### FORM 4

\_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### **OMB APPROVAL**

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#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

-				IA I	ame and T NC. (AET)		F	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)  AMERISOURSEE 1300 MORRIS DR	of Rep	ortii	entification ng Person, (voluntary		N	4. Statement for Month/Day/Year 3/31/03		X Director  10% Owner  Officer (give title below)  Other (specify below)			
CHESTERBROO					Γ	. If Amendment, Date of Original Month/Day/Year)	( <u>2</u> F	Check Applica $\underline{\zeta}$ Form filed by Person	y One Reporting y More than One		
(City)	(State) (Z	Zip)	T	able	I Non-I	<b>Derivat</b>	ive Se	ecurities Acquired, l	Dispos	sed of, or Ben	eficially Owned
	action Date (Month/ Day/ Year)	Execution Date,	3. Transaction Code (Instr. 8		4. Securitie (A) or Disp (Instr. 3, 4	(A)		5. Amount of Securities Beneficially Owned Following Reported Transactions(s)			7. Nature of Indirect Beneficial Ownership (Instr. 4)
		i cai)				or (D)		(Instr. 3 & 4)			
COMMON SHARES						(2)			2,500	D	

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

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#### FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

_	(c.g., puts, cans, warrants, options, convertible securities)												
1	1. Title of Derivative	2. Conver-	3.	3A.	4.	5. Number	6. Date Exercisable	7. Title and Amount	8. Price of	9. Number of	10.		
ç	Security	sion or	Trans-	Deemed	Trans-	of	and Expiration	of Underlying	Derivative	Derivative	Owner-		
		Exercise	action	Execution	action	Derivative	Date	Securities	Security	Securities	ship		
(	(Instr. 3)	Price of	Date	Date,	Code	Securities	(Month/Day/	(Instr. 3 & 4)	(Instr. 5)	Beneficially	Form		
		Derivative	1 '	if any		Acquired	Year)			Owned	of Deriv		
	,	Security	(Month/	(Month/	(Instr.	(A) or	1			Following	ative		
	,	ι '	-	Day/	8)	Disposed of	1			Reported	Security		
		1 '	Year)	Year)		(D)	1			Transaction(s)	Direct		

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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			Code	8	Instr. 3, & 5) (A)	(D)	Exer-cisable	Expira- tion Date		Amount or Number of Shares	,	(D) or Indirect (I) (Instr. 4
PHANTOM STOCK UNITS(1)	1 FOR 1						(1)	_	COMMON SHARES	1,500	1,500	D
DIRECTOR STOCK OPTION (RIGHT TO BUY) <sup>(2)</sup>	\$42.12						(2)		COMMON SHARES	4,800	4,800	D
PHANTOM STOCK UNITS(3)	1 FOR 1	3/31/03	A	1	126.774		(3)		COMMON SHARES	126.774	126.774	D

Explanation of Responses:

(1) PREVIOUSLY REPORTED. UNITS GRANTED PURSUANT TO AETNA INC. NON-EMPLOYEE DIRECTOR COMPENSATION PLAN (THE "PLAN"). SUBJECT TO TERMS OF PLAN, UNITS ARE CONVERTIBLE INTO SHARES OF AETNA COMMON STOCK, UPON TERMINATION OF SERVICE AS A DIRECTOR OF AETNA INC.

(2) PREVIOUSLY REPORTED. OPTION GRANTED UNDER THE PLAN, EXERCISEABLE ON FEBRUARY 28, 2004 (1,600 SHARES), FEBRUARY 28, 2005 (1,600 SHARES) AND FEBRUARY 28, 2006 (1,600 SHARES).

(3) UNITS ACCRUED UNDER THE PLAN PURSUANT TO DEFERRAL OF DIRECTOR'S 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.

## By: /s/ R. DAVID YOST by Paige L. Falasco, Attorney in Fact APRIL 1, 2003 Date

\*\*Signature of Reporting Person

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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<sup>\*\*</sup>Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).