GARTEN JEFFREY E

Form 4 March 03, 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

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OMB APPROVAL

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

Filed By Romeo and Dye's Section 16 Filer www.section16.net

1. Name and Addre GARTEN, JEFFR		INC			_	Symbol Aetna U. S.	•				
(Last) (YALE SCHOOL 0 135 PROSPECT S	of Reporting Person,					4. Statement for Month/Day/Year 2/28/03		X Director 10% Owner Officer (give title below) Other (specify below)			
NEW HAVEN, C								7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	Ta	ble l	I Non-De	rivativ	e Secu	rities Acquired, Di	ties Acquired, Disposed of, or Beneficially Owned				
1. Title of Security 2. Trans- (Instr. 3) 2A. Deemed Execution Date Date, (Month/ Day/ if any			action (A) or Disposed of Code (Instr. 3, 4 & 5)					5. Amount of Securities Beneficially Owned Follow-	6. Owner- ship Form: Indirect Direct (D) Beneficial or Indirect (I) Ownership		
	Year)	(Month/Day/ Year)	Code	V	Amount	(A) or (D)	Price	ing Reported Transactions(s) (Instr. 3 & 4)		(Instr. 4)	(Instr. 4)
COMMON SHARES									200	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)

	`	0/1	, ,			,				
1. Title of Derivative	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and Amount	8. Price of	9. Number of	10.
Security	sion or	Trans-	Deemed	Trans-	Number	and Expiration	of Underlying	Derivative	Derivative	Owner-
	Exercise	action	Execution	action	of	Date	Securities	Security	Securities	ship
(Instr. 3)	Price of	Date	Date,	Code	Derivative	(Month/Day/	(Instr. 3 & 4)	(Instr. 5)	Beneficially	Form
	Derivative		if any		Securities	Year)			Owned	of Deriv-
	Security	(Month/	(Month/	(Instr.	Acquired				Following	ative
		Day/	Day/	8)	(A) or				Reported	Security:
		Year)	Year)		Disposed				Transaction(s)	Direct
•		•	•	•	•	•		•	•	•

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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				of (D) (Instr 4 & 5	r. 3,					(Instr. 4)	(D) or Indirect (I)	
			Code V	/ (A)		Exer-cisable	Expira- tion Date		Amount or Number of Shares			(Instr. 4)
PHANTOM STOCK UNITS(1)	1 FOR 1					(1)	` /	COMMON SHARES	4,544		4,544	D
DIRECTOR STOCK OPTION (RIGHT TO BUY) ⁽²⁾	\$35.78					(2)		COMMON SHARES	5,500		5,500	D
DIRECTOR STOCK OPTION (RIGHT TO BUY) ⁽³⁾	\$42.12	2/28/03	A	4,800		(3)		COMMON SHARES	4,800		4,800	D

Explanation of Responses:

- (1) UNITS GRANTED UNDER THE AETNA INC. NON-EMPLOYEE DIRECTOR COMPENSATION PLAN (THE "PLAN"). 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.
- (2) PREVIOUSLY REPORTED. OPTION GRANTED UNDER THE PLAN, EXERCISEABLE ON JANUARY 25, 2003 (1,834 SHARES), JANUARY 25, 2004 (1,833 SHARES) AND JANUARY 25, 2005 (1,833 SHARES).
- (3) 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).

By: /s/ JEFFREY E. GARTEN, BY Paige L. Falasco, Attorney-in-Fact March 3, 2002 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of William and Christopher M. Todoroff, signing singly, the undersigned's true and lawful attorney-in-fact t

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Aetna Inc., a Pennsylvania corporation ("Aetna"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary of desirable to complete and execute any such Forms 3, 4, or 5 and timely file such Form with the Un Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally requi

^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall cont such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discret

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and per any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise any of the rights and powers herein granted, as fully to all intents and purposes as the undersign might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the riand powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Compa assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by Aetna, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2

Signature: /s/Jeffrey E. Garten
Jeffrey E. Garten