AETNA INC /PA/ Form 4 April 28, 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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Filed By

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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

				AI	ame and T NC. (AET) Inc.		F t	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) AMERISOURSEB 1300 MORRIS DR	of Rep	orti	lentification ng Person, (voluntary		N	4. Statement for Month/Day/Year 4/25/03		X Director 10% Owner Officer (give title below) Other (specify below)					
(Street) CHESTERBROOK, PA 19087							D	. If Amendment, Date of Original Month/Day/Year)	() 2 F	Check Applica	y One Reporting y More than One		
(City) (State) (Zip)				able	I Non-I	Derivati	ive Se	curities Acquired, I	ed, Disposed of, or Beneficially Owned				
<pre></pre>	action	Execution a Date, 0	3. Trans action Code <u>(Instr. 8</u> Code		4. Securities Acquirec (A) or Disposed of (D (Instr. 3, 4 & 5) Amount (A) Price or (D)			Beneficially Owned Follow-		Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
COMMON SHARES									2,500	D			

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

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

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

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

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

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					of (D) (Instr. 3, 4 & 5)						× /	(D) or Indirect (I) (Instr. 4)
			Code	V (.	A) (Exer-cisable	Expira- tion Date		Amount or Number of Shares		
PHANTOM STOCK UNITS ⁽¹⁾	1 FOR 1	4/25/03	Α	3	350		(1)		COMMON SHARES	350	1,850	D
DIRECTOR STOCK OPTION (RIGHT TO BUY) ⁽²⁾	\$42.12						(2)		COMMON SHARES	4,800	4,800	D
PHANTOM STOCK UNITS ⁽³⁾	1 FOR 1						(3)		COMMON SHARES	126.774	126.774	D

Explanation of Responses:

(1) 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) PREVIOUSLY REPORTED. 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** APRIL 28, 2003 in Fact Date

**Signature of Reporting Person

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

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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