

AETNA INC /PA/
Form 8-K
September 24, 2004

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): September 22, 2004

AETNA INC.

(Exact name of registrant as specified in its charter)

Pennsylvania

1-16095

23-2229683

(State or other jurisdiction
of incorporation)

(Commission File Number)

(I.R.S. Employer
Identification No.)

151 Farmington Avenue
Hartford, Connecticut

06156

(Address of principal executive offices)

(Zip Code)

(860) 273-0123

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 1.01

SIGNATURES

EX-99.1: LETTER AGREEMENT

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Section 1 Registrant's Business and Operations

Item 1.01 Entry into a Material Definitive Agreement.

On September 22, 2004, the Company and Alan M. Bennett, the Company's Senior Vice President and Chief Financial Officer, entered into an agreement which provides for a salary increase effective January 1, 2005 and an enhanced pension benefit provided that Mr. Bennett meets the conditions set forth in the agreement. A copy of the agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

99.1 Letter agreement dated September 22, 2004 between Aetna Inc. and Alan M. Bennett

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AETNA INC.

Date: September 24, 2004

By: */s/ Ronald M. Olejniczak*
Name: *Ronald M. Olejniczak*
Title: *Vice President and
Controller*

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EXHIBIT INDEX

| Exhibit Number | Description |
|-------------------|--|
| 99.1 | Letter agreement dated September 22, 2004 between Aetna Inc. and Alan M. Bennett |