AETNA INC /PA/
Form PRE 14A
April 01, 2014

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.)

Filed by the Registrant þ

Filed by a Party other than the Registrant ¨

Check the appropriate box:

þ 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

AETNA INC.

(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):

þ 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:

(5) Total fee paid:

¨ Fee paid previously with preliminary materials.

¨ 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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To Fellow Shareholders:

Aetna Inc. s 2014 Annual Meeting of Shareholders will be held on Friday, May 30, 2014, at 9:30 a.m. Mountain time at The Ritz-Carlton, Denver in Denver, CO. We hope you will attend.

This document includes the Notice of the Annual Meeting and Aetna s 2014 Proxy Statement. The Proxy Statement provides information about Aetna and describes the business we will conduct at the meeting.

At the meeting, in addition to specific agenda items, we will discuss generally the operations of Aetna. We welcome any questions you have concerning Aetna and will provide time during the meeting for questions from shareholders.

We are pleased to take advantage of Securities and Exchange Commission rules that allow issuers to furnish proxy materials to their shareholders on the Internet. These rules allow us to provide our shareholders with the information they need, while lowering the costs of delivery and reducing the environmental impact of our annual meeting. As a result, beginning on or about April [ ], 2014, we are mailing a notice of Internet availability to many of our shareholders instead of paper copies of our Proxy Statement and our 2013 Annual Report, Financial Report to Shareholders. The notice contains instructions on how to access those documents over the Internet. The notice also contains instructions on how shareholders can receive a paper copy of our proxy materials, including the Proxy Statement, our 2013 Annual Report, Financial Report to Shareholders and Proxy Card.

If you plan to attend the meeting, please follow the advance registration instructions on page 6 of the Proxy Statement under How Can I Obtain an Admission Ticket For the Annual Meeting? and on page 88 of the Proxy Statement. Aetna s Corporate Secretary must receive your written request for an admission ticket on or before May 22, 2014. An admission ticket, which is required for admission to the meeting, will be mailed to you prior to the meeting.

Your vote is very important to us. If you are unable to attend the Annual Meeting, it is still important that your shares be represented. Please vote your shares promptly.

Thank you for being an Aetna shareholder and for the trust you have in our Company.

Mark T. Bertolini

Chairman, Chief Executive Officer and President

April [ ], 2014

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Aetna Inc.

151 Farmington Avenue

Hartford, Connecticut 06156

Judith H. Jones

Vice President

and Corporate Secretary

Notice of Annual Meeting of Shareholders of Aetna Inc.

Friday, May 30, 2014

9:30 a.m. Mountain time

The Ritz-Carlton, Denver in Denver, CO

NOTICE IS HEREBY GIVEN that the Annual Meeting of the Shareholders of Aetna Inc. will be held at The Ritz-Carlton, Denver in Denver, CO on Friday, May 30, 2014, at 9:30 a.m. Mountain time for the following purposes:

1. To elect as Directors of Aetna Inc. the 12 nominees named in this Proxy Statement;
2. To approve the appointment of KPMG LLP as the Company s independent registered public accounting firm for 2014;
3. To approve amendments to Aetna s Articles of Incorporation and By-Laws to eliminate supermajority voting provisions;
4. To approve an amendment to Aetna s Articles of Incorporation to provide holders of at least 25% of the voting power of all outstanding shares the right to call a special meeting of shareholders;
5. To approve the proposed amendment of the Amended Aetna Inc. 2010 Stock Incentive Plan to increase the number of shares authorized to be issued under the Plan;
6. To approve the Company s executive compensation on a non-binding advisory basis;
7. To consider and act on three shareholder proposals, if properly presented at the meeting; and
8. To transact any other business that may properly come before the Annual Meeting or any adjournment thereof.

The Board of Directors has fixed the close of business on March 28, 2014, as the record date for determination of the shareholders entitled to vote at the Annual Meeting or any adjournment thereof.

The Annual Meeting is open to all shareholders as of the record date, the close of business on March 28, 2014, or their authorized representatives. Parking is available at The Ritz-Carlton, Denver in Denver, CO, and public parking is also available in the vicinity. **See page E-1 for directions to The Ritz-Carlton, Denver in Denver, CO**.

In order to attend the Annual Meeting, you must present an admission ticket, along with government-issued photo identification (for example, a driver s license or passport). You must request a ticket in advance by following the instructions on pages 6 and 88 of the attached Proxy Statement. Aetna s Corporate Secretary must receive your written request for an admission ticket on or before May 22, 2014.

It is important that your shares be represented and voted at the Annual Meeting. We urge you to vote by using the Internet, by telephone or, if you received a proxy/voting instruction card, by marking, dating, signing and returning it by mail in the postage-paid envelope furnished for that purpose. If you attend the Annual Meeting, you may vote in person if you wish, even if you have voted previously.

This Notice of Annual Meeting and Proxy Statement and Aetna s 2013 Annual Report, Financial Report to Shareholders are available on Aetna s Internet website at **www.aetna.com/proxymaterials**.

The Annual Meeting will be audiocast live on the Internet at **www.aetna.com/investor**.

April [ ], 2014

By order of the Board of Directors,

Judith H. Jones

Vice President and Corporate Secretary

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IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON MAY 30, 2014

This Proxy Statement and the related 2013 Annual Report, Financial Report to Shareholders are available at www.aetna.com/proxymaterials.

Among other things, the QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND THE ANNUAL MEETING section of this Proxy Statement contains information regarding:

- The date, time and location of the Annual Meeting;
- A list of the matters being submitted to shareholders for vote and the recommendations of the Board of Directors of Aetna Inc., if any, regarding each of those matters; and
- Information about attending the Annual Meeting and voting in person.

Any control/identification number that a shareholder needs to access his or her form of proxy is included with his or her proxy or voting instruction card or notice of Internet availability of proxy materials.

QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND THE ANNUAL MEETING

Why Am I Receiving This Proxy Statement?

The Board of Directors (the Board) of Aetna Inc. (Aetna) is providing these proxy materials to you in connection with the solicitation by the Board of proxies to be voted at Aetna s Annual Meeting of Shareholders that will take place on May 30, 2014, and any adjournments or postponements of the Meeting. You

are invited to attend the Annual Meeting and are requested to vote on the proposals described in this Proxy Statement. A notice of the Internet availability of proxy materials or the proxy materials and an enclosed proxy card are being mailed to shareholders beginning on or about April [ ], 2014.

Why Did I Receive in the Mail a Notice of the Internet Availability of Proxy Materials?

You received in the mail either a notice of the Internet availability of proxy materials or a printed Proxy Statement and 2013 Annual Report, Financial Report to Shareholders because you owned Aetna common shares at the close of business on March 28, 2014, the RECORD DATE, and that entitles you to vote at the Annual Meeting. The Board is soliciting your proxy to vote at the Annual Meeting or at any later meeting if the Annual Meeting is adjourned or postponed for any reason. Your proxy will authorize specified people (proxies) to vote on your behalf at the Annual Meeting. By use of a proxy, you can vote whether or not you attend the meeting.

This Proxy Statement describes the matters on which Aetna would like you to vote, provides information on those matters, and provides information about Aetna that we must disclose when we solicit your proxy.

Pursuant to rules adopted by the United States Securities and Exchange Commission (the SEC), we have elected to provide access to our proxy materials over the Internet to many shareholders. We believe that Internet delivery of our proxy materials allows us to provide our shareholders with the information they need, while lowering the costs of delivery and reducing the environmental impact of our Annual Meeting.

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QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND THE ANNUAL MEETING

Accordingly, we are sending a Notice of Internet Availability of Proxy Materials, which we refer to as the Notice , to many of our shareholders (including beneficial owners) as of the Record Date. Our shareholders who receive the Notice will have the ability to access the proxy materials on a website referred to in the Notice or request to receive a printed set of the proxy materials. The Notice contains instructions on how to access the proxy materials over the Internet or to request a

printed copy. In addition, shareholders may request to receive proxy materials in printed form by mail or electronically by e-mail on an ongoing basis by calling Broadridge Financial Solutions, Inc. (Broadridge) at 1-800-579-1639. Please note that you may not vote using the Notice. The Notice identifies the items to be voted on at the Annual Meeting and describes how to vote, but you cannot vote by marking the Notice and returning it.

Are the Proxy Materials Available Online?

Yes. As described in more detail in response to the prior question, most shareholders will receive the Proxy Statement online. If you received a paper copy, you can also view these documents on the Internet by accessing our website at **www.aetna.com/proxymaterials.**

What Information Is Contained in These Materials?

This Proxy Statement provides you with information about Aetna s governance structure, our Director nominating process, the proposals to be voted on at the Annual Meeting, the voting process, the compensation of our Directors and our named executive officers, and certain other required information.

What Proposals Will Be Voted on at the Annual Meeting?

There are nine items scheduled to be voted on at the Annual Meeting:

Election of the 12 nominees named in this Proxy Statement as Directors of Aetna for the coming year.

Approval of the appointment of KPMG LLP as the independent registered public accounting firm of Aetna and its subsidiaries (collectively, the Company) for the year 2014.

Approval of amendments to Aetna s Articles of Incorporation and By-Laws to eliminate supermajority voting provisions.

Approval of an amendment to Aetna s Articles of Incorporation to provide holders of at least 25% of the voting power of all outstanding shares the right to call a special meeting of shareholders.

Approval of the proposed amendment of the Amended Aetna Inc. 2010 Stock Incentive Plan to increase the number of shares authorized to be issued under the Plan.
Approval of the Company s executive compensation on a non-binding advisory basis.

Consideration of a shareholder proposal relating to adopting a policy that the Chairman of the Board be an independent director who has not previously served as an employee of the Company, if properly presented at the Annual Meeting.

Consideration of a shareholder proposal relating to amending Aetna s political contributions policy to include certain provisions regarding Board oversight, if properly presented at the Annual Meeting.

Consideration of a shareholder proposal relating to amending Aetna s political contributions policy to include certain provisions regarding disclosure, if properly presented at the Annual Meeting.

What Are Aetna s Voting Recommendations?

The Board recommends that you vote your shares as follows:

FOR each of Aetna s nominees to the Board;

FOR the approval of the appointment of KPMG LLP as the Company s independent registered public accounting firm for the year 2014;

FOR the approval of amendments to Aetna s Articles of Incorporation and By-Laws to eliminate supermajority voting provisions;
FOR the approval of an amendment to Aetna s Articles of Incorporation to provide holders of at least 25% of the voting power of all outstanding shares the right to call a special meeting of shareholders;

FOR the approval of the proposed amendment of the Amended Aetna Inc. 2010 Stock Incentive Plan;

FOR the approval of the Company s executive compensation on a non-binding advisory basis; and

AGAINST each of the three shareholder proposals.

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QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND THE ANNUAL MEETING

Which of My Shares Can I Vote?

You may vote all Aetna common shares, par value $.01 per share (Common Stock) that you owned as of the close of business on March 28, 2014, the RECORD DATE. These shares include those (1) held directly in your name as the

SHAREHOLDER OF RECORD, including shares purchased through Aetna s Computershare Investment Plan, and (2) held for you as the BENEFICIAL OWNER through a stockbroker, bank or other holder of record.

What Is the Difference Between Holding Shares as a Shareholder of Record and as a Beneficial Owner?

Many Aetna shareholders hold their shares through a stockbroker, bank or other holder of record rather than directly in their own names. As summarized below, there are some distinctions between shares held of record and those owned beneficially:

SHAREHOLDER OF RECORD If your shares are registered directly in your name with Aetna s transfer agent, Computershare Trust Company, N.A. (the Transfer Agent), you are considered the shareholder of record with respect to those shares, and Aetna is sending these proxy materials or the Notice directly to you. As the shareholder of record, you have the right to grant your voting proxy to the persons appointed by Aetna, to vote in person at the Annual Meeting or to grant your voting proxy to your representative. Aetna has enclosed a proxy card for you to use. Any shares held for you under the Computershare Investment Plan are included on the enclosed proxy card.

BENEFICIAL OWNER If your shares are held in a stock brokerage account or by a bank or other holder of record, you are considered the beneficial owner of shares held in street name, and these proxy materials or the Notice are being forwarded to you by your broker or other nominee who is considered the shareholder of record with respect to those shares. As the beneficial owner, you have the right to direct your broker or other nominee on how to vote your shares, and you also are invited to attend the Annual Meeting. However, since you are not the shareholder of record, you may not vote these shares in person at the Annual Meeting unless you bring with you to the Annual Meeting a proxy, executed in your favor, from the shareholder of record. Your broker or other nominee also is obligated to provide you with a voting instruction card for you to use to direct them as to how to vote your shares.

How Can I Vote My Shares Before the Annual Meeting?

Whether you hold shares directly as the shareholder of record or beneficially in street name, you may vote before the Annual Meeting by granting a proxy to each of Barbara Hackman Franklin, Ellen M. Hancock and Edward J. Ludwig or, for shares you beneficially own, by submitting voting instructions to your broker or other nominee. Shareholders have a choice of voting by using the Internet, by calling a toll-free telephone number within the United States or Puerto Rico, or by completing a proxy or voting instruction

card and mailing it in the postage-paid envelope provided. Please refer to the summary instructions below and carefully follow the instructions included on your Notice, your proxy card or, for shares you beneficially own, the voting instruction card provided by your broker or other nominee. Please note that you may not vote using the Notice. The Notice identifies the items to be voted on at the Annual Meeting and describes how to vote, but you cannot vote by marking the Notice and returning it.

VIA THE INTERNET*

Go to **www.proxyvote.com** and follow the instructions

BY TELEPHONE*

Call toll-free on a touchtone telephone 1-800-690-6903 inside the United States or Puerto Rico and follow the instructions

BY MAIL**

Mark, sign, date and return your proxy card, or, for shares held in street name, the voting instruction card provided by your broker or other nominee and mail it back to your broker or other nominee in accordance with their instructions

IN PERSON

Attend the Annual Meeting in Denver, CO

*You will need to have your proxy card (or the Notice or the e-mail message you receive with instructions on how to vote) in hand when you access the website or call.

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The Internet and telephone voting procedures are designed to authenticate shareholders and to allow shareholders to confirm that their instructions have been properly recorded. In order to provide shareholders of record with additional time to vote their shares while still permitting an orderly tabulation of votes, Internet and telephone voting for these shareholders will be available until 11:59 p.m. Eastern time on May 29, 2014.

**If you provide specific voting instructions, your shares will be voted as you instruct. If you sign and date your proxy or voting instruction card but do not provide instructions, your shares will be voted as described under What If I Return My Proxy Card or Voting Instruction Card But Do Not Provide Voting Instructions? on page 5.

How Can I Vote the Shares I Hold Through the 401(k) Plans?

We maintain three 401(k) plans for our employees. Participants in the Aetna 401(k) Plan, the Aetna Affiliate 401(k) Plan and Coventry Health Care, Inc. Retirement Savings Plan (collectively, the 401(k) Plans) who receive this Proxy Statement in their capacity as participants in one or more of the 401(k) Plans will receive voting instruction cards instead of proxy cards. The voting instruction card directs the trustee of the applicable 401(k) Plan to vote the shares shown on the card as indicated on the card. Shares held through the 401(k) Plans may be voted by using the Internet, by calling a toll-free telephone number or by

marking, signing and dating the voting instruction card and mailing it to the trustee of the applicable 401(k) Plan in accordance with the trustee s instructions. Internet and telephone voting of shares held through the 401(k) Plans will be available until 11:59 p.m. Eastern time on May 27, 2014. Shares held through the 401(k) Plans for which no instructions are received will be voted by the trustee of the applicable 401(k) Plan in the same percentage as the shares held through that 401(k) Plan for which the trustee receives voting instructions.

How Can I Vote the Shares I Acquired Through an Aetna Employee Stock Purchase Plan?

You hold the Common Stock you acquired through any of Aetna s employee stock purchase plans as the beneficial owner of shares held in street name. You can vote these shares as described beginning on page 3 under How Can I Vote My Shares Before the Annual Meeting?

Can I Change My Vote?

Yes. For shares you hold directly in your name, you may change your vote by (1) signing another proxy card with a later date and delivering it to us before the date of the Annual Meeting, (2) submitting revised votes over the Internet or by telephone before 11:59 p.m. Eastern time on May 29, 2014, or (3) attending the Annual Meeting in person and voting your shares at the Annual Meeting. The last-dated proxy card or Internet or telephone vote will be the only one that counts. Attendance at the Annual Meeting will not cause your previously granted proxy or Internet or telephone vote to be revoked unless you specifically so request. You may revoke your proxy by providing written notice to Aetna s Corporate Secretary at 151 Farmington Avenue, RW61, Hartford, CT 06156. For shares you hold beneficially, you may change your vote by submitting new voting instructions to your broker or other nominee in accordance with the instructions you receive from your broker or other nominee and in a manner that allows your broker or other nominee sufficient time to process your new instructions and vote your shares.

Can I Vote at the Annual Meeting?

You may vote your shares at the Annual Meeting if you attend in person. You may vote the shares you hold directly in your name by completing a ballot at the Annual Meeting. You may only vote the shares you hold in street name at the

Annual Meeting if you bring with you to the Annual Meeting a proxy, executed in your favor, from the shareholder of record. You may not vote shares you hold through any of the 401(k) Plans at the Annual Meeting.

How Can I Vote on Each Proposal?

In the election of Directors, you may vote FOR or AGAINST or ABSTAIN with respect to each of the Director nominees.

In uncontested elections, Aetna s Corporate Governance Guidelines require any incumbent Director nominee who

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receives more AGAINST votes than FOR votes to promptly submit his or her resignation for consideration by the Nominating and Corporate Governance Committee (the Nominating Committee) and the Board. Please see Director Elections Majority Voting Standard on page

10. For all other proposals, you may vote FOR or AGAINST or ABSTAIN. For a discussion of the votes needed to approve each proposal, see What Is the Voting Requirement to Approve Each of the Proposals, and How Will Votes Be Counted? beginning on page 6.

What If I Return My Proxy Card or Voting Instruction Card But Do Not Provide Voting Instructions?

If you sign and date your proxy card with no further instructions, your shares will be voted:

FOR the election as Directors of each of the nominees named on pages 20 through 26 of this Proxy Statement;

FOR the approval of the appointment KPMG LLP as the Company s independent registered public accounting firm for the year 2014;

FOR the approval of amendments to Aetna s Articles of Incorporation and By-Laws to eliminate supermajority voting provisions;

FOR the approval of an amendment to Aetna s Articles of Incorporation to provide holders of at least 25% of the voting power of all outstanding shares the right to call a special meeting of shareholders;
FOR the approval of the proposed amendment of the Amended Aetna Inc. 2010 Stock Incentive Plan;

FOR the approval of the Company s executive compensation on a non-binding advisory basis; and

AGAINST each of the three shareholder proposals.
If you sign and date your broker voting instruction card with no further instructions, your shares will be voted as described on your broker voting instruction card.

If you sign and date your 401(k) Plan voting instruction card with no further instructions, all shares you hold through the applicable 401(k) Plan will be voted by the trustee of that 401(k) Plan in the same percentage as the shares held through that 401(k) Plan for which the trustee receives voting instructions.

What If I Don t Return My Proxy Card or Voting Instruction Card and Don t Vote By Internet or Phone?

If you do not return your proxy card and do not vote by Internet or phone, shares that you hold directly in your name (i.e., shares for which you are the shareholder of record) will not be voted at the Annual Meeting. If you do not return your voting instruction card and do not vote by Internet or phone, shares that you beneficially own that are held in the name of a brokerage firm or other nominee may be voted in certain circumstances even if you do not provide the brokerage firm with voting instructions. Under New York Stock Exchange (NYSE) rules, brokerage firms have the authority to vote shares for which their customers do not provide voting instructions on certain routine matters. The approval of the appointment of KPMG LLP as the Company s independent registered public accounting firm for the year 2014 is considered a routine matter for which brokerage firms may vote uninstructed shares. The election

of Directors; the approval of each of the proposed amendments to Aetna s Articles of Incorporation and By-Laws; the approval of the proposed amendment of the Amended Aetna Inc. 2010 Stock Incentive Plan to increase the number of shares authorized to be issued under the Plan; the approval of the Company s executive compensation on a non-binding advisory basis; and each of the shareholder proposals to be voted on at the Annual Meeting are not considered routine under the applicable rules, and therefore brokerage firms may not vote uninstructed shares on any of those proposals. Any uninstructed shares you hold through any of the 401(k) Plans will be voted by the trustee of the applicable 401(k) Plan in the same percentage as the shares held through that 401(k) Plan for which the trustee receives voting instructions.

What Does It Mean If I Receive More Than One Set of Proxy Materials?

It means your shares are registered differently or are in more than one account. Please provide voting instructions for all of the Notices and proxy and voting instruction cards you receive.

What Should I Do If I Want to Attend the Annual Meeting?

The Annual Meeting will be held at The Ritz-Carlton, Denver in Denver, CO. Directions to The Ritz-Carlton are on page E-1. The Annual Meeting is open to all shareholders as of the RECORD DATE (the close of business on March 28, 2014) or their authorized representatives. Anyone who

attends the Annual Meeting must have an admission ticket. Follow the instructions below under How Can I Obtain an Admission Ticket for the Annual Meeting? to obtain an admission ticket.

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QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND THE ANNUAL MEETING

How Can I Obtain an Admission Ticket For the Annual Meeting?

In accordance with Aetna s security procedures, anyone wishing to attend the Annual Meeting must have an admission ticket issued in his or her name. Admission is limited to:

Shareholders at the close of business on March 28, 2014;

An authorized proxy holder of a shareholder of record at the close of business on March 28, 2014; or

An authorized representative of a shareholder of record who has been designated to present a shareholder proposal.

You must provide evidence of your ownership of shares with your ticket request and follow the requirements for

obtaining an admission ticket specified in the ADMISSION AND TICKET REQUEST PROCEDURE on page 88. Aetna s Corporate Secretary must receive your request for an admission ticket on or before May 22, 2014.

No cameras, recording equipment, electronic devices, large bags, briefcases or packages will be permitted in the Annual Meeting. Please note that, for security reasons, all bags may be searched, and all persons who attend the Annual Meeting may be required to pass through a metal detector. We will be unable to admit anyone to the Annual Meeting who does not comply with these security procedures. No one will be admitted to the Annual Meeting once the meeting has commenced.

Can I Listen to the Annual Meeting If I Don t Attend in Person?

Yes. You can listen to the live audio webcast of the Annual Meeting by going to Aetna s Internet website at **www.aetna.com/investor** and then clicking on the link to the webcast.

Where Can I Find the Voting Results of the Annual Meeting?

We will publish the voting results of the Annual Meeting in a Current Report on Form 8-K within four business days after the Annual Meeting, and you will be able to find this report on Aetna s Internet website at **www.aetna.com/investor**.

What Class of Shares Is Entitled to Be Voted?

Each share of Common Stock outstanding as of the RECORD DATE (the close of business on March 28, 2014) is entitled to one vote at the Annual Meeting. At the close of business on March 28, 2014, 357,400,846 shares of Common Stock were outstanding.

How Many Shares Must Be Present to Hold the Annual Meeting?

A majority of the shares of Common Stock outstanding as of the RECORD DATE (the close of business on March 28, 2014) must be present in person or by proxy for us to hold the Annual Meeting and transact business. This is referred to as a quorum. Shares subject to broker nonvotes are counted as present for the purpose of determining the presence of a quorum if the broker votes the shares on a routine matter, such as the appointment of the Company s independent registered public accounting firm. Generally,

broker nonvotes occur when shares held by a broker for a beneficial owner are not voted with respect to a particular proposal because the proposal is not a routine matter, and the broker has not received voting instructions from the beneficial owner of the shares. If you abstain from voting on one or more proposals, your shares will be counted as present for purposes of determining the presence of a quorum even if you abstain on all proposals.

What Is the Voting Requirement to Approve Each of the Proposals, and How Will Votes Be Counted?

Under Pennsylvania corporation law and Aetna s Articles of Incorporation and By-Laws, the approval of any corporate action taken at the Annual Meeting is based on votes cast. For the proposals that will be considered at the Annual Meeting, other than the proposal to eliminate supermajority voting provisions in Aetna s Articles of Incorporation and By-

Laws (the Majority Vote Proposal), the proposal to provide holders of at least 25% of the voting power of all outstanding shares the right to call a special meeting (the Special Meeting Proposal), and the proposed amendment of the Amended Aetna Inc. 2010 Stock Incentive Plan to increase the number of shares authorized to be issued

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under the Plan (the Plan Proposal), shareholder approval occurs if the votes cast in favor of the proposal exceed the votes cast against the proposal. Votes cast on these proposals means votes for or against a particular proposal, whether by proxy or in person. Abstentions and broker nonvotes are not considered votes cast on these proposals and therefore have no effect on the outcome. In uncontested elections, Directors are elected by a majority of votes cast. As described in more detail on page 10 under Director Elections Majority Voting Standard, in uncontested elections, Aetna s Corporate Governance Guidelines require any incumbent Director nominee who receives more against votes than for votes to promptly submit his or her resignation for consideration by the Nominating Committee and the Board.

The vote necessary to approve each of the Majority Vote Proposal and the Special Meeting Proposal is the affirmative vote of at least two-thirds of the votes of that all voting

shareholders voting as a single class are entitled to cast thereon.

The vote necessary to approve the Plan Proposal, including the impact of abstentions and broker nonvotes, is subject to additional NYSE rules. For the Plan Proposal, under NYSE rules, shareholder approval occurs if a majority of votes cast are for the Plan Proposal. Under NYSE rules, votes cast on the Plan Proposal consist of votes for or against the Plan Proposal as well as abstentions. As a result, abstentions have the effect of a vote against the Plan Proposal. Broker nonvotes are not considered votes cast and therefore have no effect on the number of votes cast on the Plan Proposal.

If you are a beneficial owner and do not provide the shareholder of record with voting instructions, your shares may constitute broker nonvotes, as described under How Many Shares Must Be Present to Hold the Annual Meeting? on page 6.

Who Will Bear the Cost of Soliciting Votes For the Annual Meeting?

Aetna will pay the entire cost of preparing, assembling, printing, mailing and distributing these proxy materials and the Notice, except that you will pay for Internet access if you choose to access these proxy materials over the Internet. In addition to the mailing of these proxy materials, the solicitation of proxies or votes may be made in person, by telephone or by electronic communication by our Directors, officers and employees, none of whom will receive any additional compensation for such solicitation activities. We

also have hired Georgeson Inc. to assist us in the solicitation of votes for a fee of $22,000 plus reasonable out-of-pocket expenses for these services, which vary from year to year. We also will reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy and solicitation materials to beneficial owners of Common Stock and obtaining their voting instructions.

Does Aetna Allow Shareholders to Choose to View Annual Reports to Shareholders and Proxy Statements Via the Internet?

Yes. Aetna allows shareholders of record to choose to view future annual reports to shareholders and proxy statements via the Internet instead of receiving paper copies of these documents in the mail. The 2014 Aetna Inc. Notice of Annual Meeting and Proxy Statement and 2013 Aetna Annual Report, Financial Report to Shareholders are available on Aetna s Internet website at **www.aetna.com/proxymaterials**. Under Pennsylvania law, Aetna may provide shareholders who give Aetna their e-mail addresses with electronic notice of its shareholder meetings as described below.

If you are a shareholder of record, you can choose to view annual reports to shareholders and proxy statements via the Internet and save Aetna the cost of producing and mailing these documents in the future by following the instructions under How Do I Elect to View Annual Reports to Shareholders and Proxy Statements Via the Internet? on page 8. If you hold your shares through a stockbroker, bank

or other holder of record, check the information provided by that entity for instructions on how to elect to view future notices of shareholder meetings, proxy statements and annual reports via the Internet.

If you are a shareholder of record and choose to receive future notices of shareholder meetings by e-mail and view future annual reports and proxy statements over the Internet, you must supply an e-mail address, and you will receive your notice of the meeting by e-mail when those materials are posted. The notice you receive will include instructions and contain the Internet address for those materials.

Many shareholders who hold their shares through a stockbroker, bank or other holder of record and elect electronic access will receive an e-mail containing the Internet address to access Aetna s notices of shareholder meetings, proxy statements and annual reports when those materials are posted.

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QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND THE ANNUAL MEETING

How Do I Elect to View Annual Reports to Shareholders and Proxy Statements Via the Internet?

If you are a shareholder of record and are interested in receiving future notices of shareholder meetings by e-mail and viewing future annual reports and proxy statements via the Internet instead of receiving paper copies of these documents, you may elect this option when voting by using

the Internet at **www.proxyvote.com** and following the instructions. You will need to have your proxy card (or the Notice or the e-mail message you receive with instructions on how to vote) in hand when you access the website.

What If I Get More Than One Copy of Aetna s Annual Report?

The 2013 Aetna Annual Report, Financial Report to Shareholders is being mailed to shareholders in advance of, or together with, this Proxy Statement. If you hold Aetna shares in your own name and received more than one copy of the 2013 Aetna Annual Report, Financial Report to Shareholders at your address and wish to reduce the number of reports you receive and save Aetna the cost of producing and mailing these reports, you should contact Aetna s Transfer Agent at 1-800-446-2617 to discontinue the mailing of reports on the accounts you select. At least one account at your address must continue to receive an annual report, unless you elect to view future annual reports over the Internet. The mailing of dividend checks, dividend reinvestment statements, proxy materials and special notices will not be affected by your election to discontinue duplicate mailings of annual reports. Registered shareholders may resume the mailing of an annual report to

an account by calling Aetna s Transfer Agent at 1-800-446-2617. If you own shares through a stockbroker, bank or other holder of record and received more than one 2013 Aetna Annual Report, Financial Report to Shareholders, please contact the holder of record to eliminate duplicate mailings.

Householding occurs when a single copy of our annual report and proxy statement is sent to any household at which two or more shareholders reside if they appear to be members of the same family. Although we do not household for registered shareholders, a number of brokerage firms have instituted householding for shares held in street name. This procedure reduces our printing and mailing costs and fees. Shareholders who participate in householding will continue to receive separate proxy cards, and householding will not affect the mailing of account statements or special notices in any way.

What If a Director Nominee Is Unwilling or Unable to Serve?

If for any reason one or more of Aetna s nominees is not available to be a candidate for Director, the persons named as proxy holders on your proxy card may vote your shares for such other candidate or candidates as may be nominated by the Board, or the Board may reduce the number of Directors to be elected.

What Happens If Additional Proposals Are Presented at the Meeting?

Other than the election of Directors and the other proposals described in this Proxy Statement, Aetna has not received proper notice of, and is not aware of, any matters to be presented for a vote at the Annual Meeting. If you grant a proxy using your proxy card, the persons named as proxies on your proxy card, or any of them, will have discretion to,

and intend to, vote your shares according to their best judgment on any additional proposals or other matters properly presented for a vote at the Annual Meeting, including, among other things, consideration of a motion to adjourn the Annual Meeting to another time or place.

Can I Propose Actions for Consideration at Next Year s Annual Meeting of Shareholders or Nominate Individuals to Serve as Directors?

Yes. You can submit proposals for consideration at future annual meetings, including Director nominations.

SHAREHOLDER PROPOSALS: In order for a shareholder proposal to be considered for inclusion in Aetna s proxy statement for the 2015 Annual Meeting, the written proposal must be RECEIVED by Aetna s Corporate Secretary no later than the close of business Eastern time on December 19, 2014. Such proposals must be sent to: Corporate Secretary, Aetna Inc., 151 Farmington Avenue, RW61, Hartford, CT 06156. Such proposals also will need to comply with the SEC s rules and regulations, namely Rule 14a-8 under the Securities Exchange Act of 1934, as amended, regarding the inclusion of shareholder proposals in Aetna-sponsored proxy materials.

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QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND THE ANNUAL MEETING

In order for a shareholder proposal to be raised from the floor during the 2015 Annual Meeting instead of being submitted for inclusion in Aetna s proxy statement, the shareholder s written notice must be RECEIVED by Aetna s Corporate Secretary at least 90 calendar days before the date of the 2015 Annual Meeting and must contain the information required by Aetna s By-Laws. Please note that the 90-day advance notice requirement relates only to matters a shareholder wishes to bring before the 2015 Annual Meeting from the floor. It does not apply to proposals a shareholder wishes to have included in Aetna s proxy statement; that procedure is explained in the immediately preceding paragraph.

NOMINATION OF DIRECTOR CANDIDATES: You may propose Director candidates for consideration by the Nominating Committee. In addition, Aetna s By-Laws permit shareholders to nominate Directors for consideration at a meeting of shareholders at which one or more Directors are to be elected. In order to nominate a Director candidate at the 2015 Annual Meeting, the shareholder s written notice must be RECEIVED by Aetna s Corporate Secretary at least 90 calendar days before the date of the 2015 Annual Meeting and must contain the information required by Aetna s By-Laws. (Please see Consideration of Director Nominees-Director Qualifications on page 19 for a description of qualifications that the Board believes are required for Board nominees.)

COPY OF BY-LAW PROVISIONS: You may contact the Corporate Secretary at Aetna s headquarters, 151 Farmington Avenue, RW61, Hartford, CT 06156, for a copy of the relevant provisions of Aetna s By-Laws regarding the requirements for making shareholder proposals and nominating Director candidates. You also can visit Aetna s website at **www.aetna.com/governance** to review and download a copy of Aetna s By-Laws.

Can Shareholders Ask Questions at the Annual Meeting?

Yes. You can ask questions regarding each of the items to be voted on when those items are discussed at the Annual Meeting. Shareholders also will have an opportunity to ask questions of general interest at the end of the Annual Meeting.

Who Counts the Votes Cast at the Annual Meeting?

Votes are counted by employees of Broadridge Financial Solutions, Inc. and certified by the judge of election for the Annual Meeting who is an employee of Governance Consulting Services, LLC, an independent consultant of Broadridge Financial Solutions, Inc. The judge will determine

the number of shares outstanding and the voting power of each share, determine the shares represented at the Annual Meeting, determine the existence of a quorum, determine the validity of proxies and ballots, count all votes and determine the results of the actions taken at the Annual Meeting.

Is My Vote Confidential?

Yes. The vote of each shareholder is held in confidence from Aetna s Directors, officers and employees except (a) as necessary to meet applicable legal requirements (including stock exchange listing requirements) and to assert or defend claims for or against Aetna and/or one or more of its consolidated subsidiaries, (b) as necessary to assist in

resolving any dispute about the authenticity or accuracy of a proxy card, consent, ballot, authorization or vote, (c) if there is a contested proxy solicitation, (d) if a shareholder makes a written comment on a proxy card or other means of voting or otherwise communicates to management, or (e) as necessary to obtain a quorum.

GOVERNANCE OF THE COMPANY

At Aetna, we believe sound corporate governance principles are good for our business, our industry, the competitive marketplace and all of those who place their trust in us. We have embraced the principles behind the Sarbanes-Oxley Act of 2002, as well as the governance rules for companies listed on the NYSE. These principles are reflected in the structure and composition of our Board and in the charters of our Board Committees, and are reinforced through Aetna s Code of Conduct, which applies to every Aetna employee and every member of the Board.

Aetna s Corporate Governance Guidelines

Aetna s Corporate Governance Guidelines (the Guidelines) provide the framework for the governance of Aetna. The governance rules for companies listed on the NYSE and those contained in the Sarbanes-Oxley Act of 2002 are reflected in the Guidelines. The Guidelines address the role of the Board (including advising on key strategic, financial and business objectives); the composition of the Board and selection of Directors; the functioning of the Board (including its annual self-evaluation); the Committees of the Board; the compensation of Directors; and the conduct and ethics standards for Directors, including a prohibition against any

nonmanagement Director having a direct or indirect material

relationship with the Company except as authorized by the Board or the Nominating Committee, and a prohibition against Company loans to, or guarantees of obligations of, Directors and their family members. The Guidelines are available at **www.aetna.com/governance**.

The Board reviews the Company s corporate governance practices annually. These reviews include a comparison of our current practices to those suggested by various groups or authorities active in corporate governance and to those of other public companies.

Aetna s Board of Directors

Aetna s business and affairs are managed under the direction of the Board. Under Aetna s By-Laws, the size of the Board may range from 3 to 21 members, with any change to the size of the Board to be designated from time to time by the Board. The Board currently consists of 12 individuals. The Board appoints Aetna s officers, who serve at the discretion of the Board.

Under Aetna s Articles of Incorporation, at each annual meeting of shareholders, all of the Directors are elected to hold office for a term of one year and until their successors are elected and qualified.

Director Elections Majority Voting Standard

Aetna s Articles of Incorporation provide for majority voting in uncontested elections of Directors. Under the Articles of Incorporation, a Director nominee will be elected if the number of votes cast for the nominee exceeds the number of votes cast against the nominee. An abstention will not have any effect on the outcome of the election. In contested elections, those in which there are more candidates for election than the number of Directors to be elected and one or more candidates have been properly proposed by shareholders, the voting standard will be a plurality of votes cast. Under Pennsylvania law, if an incumbent Director nominee does not receive a majority of the votes cast in an uncontested election, the incumbent Director will continue to serve on the Board until his or her

successor is elected and qualified. To address this situation, the Guidelines require any incumbent nominee for Director in an uncontested election who receives more against votes than for votes to promptly submit his or her resignation for consideration by the Nominating Committee. The Nominating Committee is then required to recommend to the Board the action to be taken with respect to the resignation, and the Board is required to act on the resignation, in each case within a reasonable period of time. Aetna will disclose promptly to the public each such resignation and decision by the Board. New nominees not already serving on the Board who fail to receive a majority of votes cast in an uncontested election will not be elected to the Board in the first instance.

Director Retirement Age

The Nominating Committee regularly assesses the appropriate size and composition of the Board and, among other matters, whether any vacancies on the Board are expected due to retirement or otherwise. The current

Director retirement age is 76. Each year, the Nominating Committee considers the characteristics and performance of each individual Director candidate as part of its nomination process, regardless of the candidate s age.

Executive Sessions

Aetna s nonmanagement Directors meet in regularly scheduled executive sessions without management present at every regular Aetna Board meeting. During 2013, the nonmanagement Directors, each of whom is independent other than Dr. Coye, met eight times to discuss certain Board policies, processes and practices, the performance and proposed performance-based compensation of the

Chairman, Chief Executive Officer and President, management succession and other matters relating to the Company and the functioning of the Board. In addition, Aetna s independent Directors met once in executive session during 2013 without management present. Dr. Coye was an independent Director until September 2010, when she joined UCLA Health System.

Board Leadership Structure and the Lead Director

The Board, assisted by the Nominating Committee, regularly reviews the leadership structure of the Company, including whether the position of Chairman should be held by an independent Director. The Board believes that the decision to combine or separate the positions of Chairman and Chief Executive Officer is highly dependent on the strengths and personalities of the personnel involved and must take into account current business conditions and the environment in which the Company operates. The Board also strongly believes Mr. Bertolini, who continues to serve as Chief Executive Officer and President, is a successful leader of the Board and an effective bridge between the Directors and Company management. While the Board has

decided to keep the roles of Chairman and Chief Executive Officer combined at this time, the Board also has taken steps to ensure that it effectively carries out its responsibility for independent oversight of management. These steps include the appointment of a Lead Director (with comprehensive and clearly delineated duties); the scheduling at every regular Board meeting of an executive session of the nonmanagement Directors (without Mr. Bertolini or other management attendees present); and assuring that substantially all of the nonmanagement Directors are independent. In addition, each Board Committee meets regularly in executive session without management attendees.

The duties of the Lead Director include the following:

- **presiding at all meetings of the Board at which the Chairman is not present, including executive sessions of the nonmanagement directors;**
- **approving meeting agendas and schedules to assure there is sufficient time for discussion of all agenda items;**
- **approving information sent to the Board;**
- **calling special meetings of the Board (including meetings of the nonmanagement or independent Directors); and**
- **making himself or herself available as appropriate for consultation and direct communication upon the reasonable request of a major shareholder.**

Edward J. Ludwig, an independent Director, has served as the Lead Director since February 24, 2012. The Lead Director is elected annually. In 2012 and 2013, the Lead

Director received an annual cash retainer of $15,000. Beginning in 2014, the retainer was increased to $25,000.

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GOVERNANCE OF THE COMPANY

Communications with the Board

To contact Aetna s Chairman or its Lead Director or to send a communication to the entire Board you may contact:

Mark T. Bertolini Chairman, Chief Executive Officer and President Aetna Inc. 151 Farmington Avenue Hartford, CT 06156	or	Edward J. Ludwig Lead Director P.O. Box 370205 West Hartford, CT 06137-0205

Communications sent to Aetna s Chairman will be delivered directly to him. All communications to the Lead Director or addressed to the nonmanagement Directors will be kept confidential and forwarded directly to the Lead Director.

Items that are unrelated to a Director s duties and responsibilities as a Board member, such as junk mail, may be excluded by the Corporate Secretary.

Director Independence

The Board has established guidelines (Director Independence Standards) to assist it in determining Director independence. In accordance with the Director Independence Standards, the Board must determine that each independent Director has no material relationship with the Company other than as a Director and/or a shareholder of the Company. Consistent with the NYSE listing standards, the Director Independence Standards specify the criteria by which the independence of our Directors will be determined, including guidelines for Directors and their immediate family members with respect to past employment or affiliation with the Company or its external auditor. The Director Independence Standards are available at **www.aetna.com/governance**.

Pursuant to the Director Independence Standards, the Board undertook its annual review of Director independence in February 2014. The purpose of this review was to determine whether any nonmanagement Director s relationships or transactions are inconsistent with a determination that the Director is independent. During this review, the Board considered transactions and relationships between each Director or any member of his or her immediate family (or any entity of which a Director or an immediate family member is a partner, major shareholder or officer) and the Company. The Board also considered whether there were any transactions or relationships between Directors or any member of their immediate family with members of the Company s senior management or their affiliates.

As a result of this review, the Board affirmatively determined in its business judgment that each of Fernando Aguirre, Frank M. Clark, Betsy Z. Cohen, Roger N. Farah, Barbara Hackman Franklin, Jeffrey E. Garten, Ellen M. Hancock, Richard J. Harrington, Edward J. Ludwig and Joseph P.

Newhouse, each of whom also is standing for election at the Annual Meeting, is independent as defined in the NYSE listing standards and under Aetna s Director Independence Standards and that any relationship with the Company (either directly or as a partner, major shareholder or officer of any organization that has a relationship with the Company) is not material under the independence thresholds contained in the NYSE listing standards and under Aetna s Director Independence Standards. The Board has determined that Molly J. Coye, M.D., is not independent under the NYSE listing standards and under Aetna s Director Independence Standards due to the Company s business relationship with her employer. Dr. Coye is not involved in that relationship.

In determining that each of the nonmanagement Directors other than Dr. Coye is independent, the Board considered that the Company in the ordinary course of business sells products and services to, and/or purchases products and services from, companies and other entities at which some of our Directors or their immediate family members are or have been officers and/or significant equity holders or have certain other relationships. Specifically, the Board considered the existence of and approved the transactions listed in the tables on page 13, all of which were made in the ordinary course of business, on terms and conditions substantially similar to those with unrelated third parties, and which the Board believes were in, or not inconsistent with, the best interests of the Company. The aggregate amounts paid to or received from these companies or other entities in each of the last three years did not approach the threshold in the Director Independence Standards (i.e., the greater of $1 million or 2% of the other company s consolidated gross revenues) for 2013, except in the case of Dr. Coye. The tables on page 13 set forth such aggregate amounts for 2013.

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GOVERNANCE OF THE COMPANY

2013 SALES AND OTHER AMOUNTS RECEIVED BY THE COMPANY

Director	Organization	Type of Organization	Relationship to Organization	Type of Transaction, Relationship or Agreement[(a)]	2013 Amount[(b)]
Roger N. Farah	Ralph Lauren Corporation	Lifestyle Products	Executive Officer	Health Care Benefits (Dental)	<1% <$500,000
Jeffrey E. Garten	Yale University	Educational Institution	Employee	Health Care Benefits (Medical/Life)	0.09% >$1,000,000

(a) All premiums and fees were determined on the same terms and conditions as premiums and fees for our other customers.

(b) Percentages are determined by dividing (1) calendar year 2013 payments due and owing to the Company by (2) the applicable entity s most recently available annual consolidated gross revenues.

2013 PURCHASES BY THE COMPANY

Director	Organization	Type of Organization	Relationship to Organization	Type of, Transaction, Relationship or Agreement[(A)]	2013 Amount[(B)]
Molly J. Coye, M.D.	UCLA Health System	Provider of Hospital/ Physician Services	Chief Innovation Officer	Contract with Provider for Hospital/ Physician Services for Members[(C)]	5.39% >$1 million
Joseph P. Newhouse	Harvard University	Educational Institution	Employee	Medical Content for InteliHealth/Active Health	0.01% <$1 million

(A) None of the transactions or relationships included consulting services provided to the Company.

(B) Percentages are determined by dividing (1) calendar year 2013 purchases by the Company by (2) the applicable entity s most recently available annual consolidated gross revenues.

(C) Dr. Coye is Chief Innovation Officer of the UCLA Health System, which includes health institutions and other healthcare providers. These providers are part of the Company s broad national network of hospitals and physicians and other healthcare providers. Dr. Coye has no interest in or involvement with the UCLA Health System s relationship with the Company.

In addition to the transactions in the second table listed on this page, the Company also may, in the ordinary course of its business, hold as investments equity and/or debt securities in corporations or organizations with which Directors are or were affiliated. The amount of each such holding is below the 5% threshold amount in the Director Independence Standards. The Board determined that none of these investment relationships was material or impaired the independence of any Director.

All members of the Audit Committee, the Committee on Compensation and Talent Management (the Compensation Committee) and the Nominating Committee are, in the business judgment of the Board, independent Directors as defined in the NYSE listing standards and in Aetna s Director Independence Standards.

Compensation Committee Interlocks and Insider Participation

As of March 28, 2014, the members of the Compensation Committee are Roger N. Farah (Chair), Frank M. Clark, Barbara Hackman Franklin, Jeffrey E. Garten and Edward J. Ludwig. None of the members of the Compensation Committee has ever been an officer or employee of the Company. There are no interlocking relationships between any of our executive officers or Compensation Committee members.

Meeting Attendance

The Board and its Committees meet throughout the year on a set schedule and also hold special meetings from time to time, as appropriate. During 2013, the Board met eleven times. The average attendance of Directors at all meetings during the year was 96.9%, and no Director attended fewer than 75% of the aggregate number of Board and

Committee meetings that he or she was eligible to attend. It is the policy of the Board that all Directors should be present at Aetna s Annual Meeting of Shareholders. All of the Directors then in office and standing for election attended Aetna s 2013 Annual Meeting of Shareholders.

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GOVERNANCE OF THE COMPANY

Aetna s Code of Conduct

Aetna s Code of Conduct applies to every Aetna employee and to every member of the Board and is available at **www.aetna.com/governance**. The Code of Conduct is designed to ensure that Aetna s business is conducted in a consistently legal and ethical manner. The Code of Conduct includes policies on employee conduct, conflicts of interest and the protection of confidential information and requires compliance with all applicable laws and regulations. Aetna

will disclose any amendments to the Code of Conduct or waivers of the Code of Conduct relating to Aetna s Directors, executive officers and principal financial and accounting officers or persons performing similar functions on its website at **www.aetna.com/governance** within four business days following the date of any such amendment or waiver. To date, no waivers have been requested or granted.

Related Party Transaction Policy

Under Aetna s Code of Conduct, the Board or an independent Committee reviews any potential conflicts between the Company and any Director. In addition, the Board has adopted a written Related Party Transaction Policy (the Policy) which applies to Directors, executive officers, significant shareholders and their immediate family members (each a Related Person). Under the Policy, all transactions involving the Company in which a Related Person has a direct or indirect material interest must be reviewed and approved (1) by the Board or the Nominating Committee if involving a Director, (2) by the Board or the Audit Committee if involving an executive officer, or (3) by the Board if involving a significant shareholder. The Board or appropriate Committee considers relevant facts and

circumstances, which may include, without limitation, the commercial reasonableness of the terms, the benefit to the Company, opportunity costs of alternate transactions, the materiality and character of the Related Person s direct or indirect interest, and the actual or apparent conflict of interest of the Related Person. A transaction may be approved if it is determined, in the Board s or appropriate Committee s reasonable business judgment, that the transaction is in, or not inconsistent with, the best interests of the Company and its shareholders, and considering the interests of other relevant constituents, when deemed appropriate. Determinations of materiality are made by the Board or appropriate Committee, as applicable.

BOARD S ROLE IN THE OVERSIGHT OF RISK

The Company relies on its comprehensive enterprise risk management (ERM) process to aggregate, monitor, measure and manage risk. The ERM process is dynamic and ongoing. It is designed to identify the most important risks facing the Company as well as to prioritize those risks in the context of the Company s overall strategy. The Company s ERM team is led by the Company s Chief Enterprise Risk

Officer, who is also the Company s Chief Financial Officer. In collaboration with the Audit Committee and the Board, the ERM team annually conducts a risk assessment of the Company s businesses. All of our key business leaders are involved in the risk assessment process. The risk assessment is presented to, and reviewed by, the Audit Committee and, after reflecting the Audit Committee s views, the list of enterprise risks is then reviewed and approved by the Board. As part of their reviews, the Audit Committee and the Board consider the internal governance structure for managing risks, and the Board assigns responsibility for ongoing oversight of each identified risk to a specific Committee of the Board or to the Board. Discussions of assigned risks are then incorporated into the agenda for each Committee (or the Board) throughout the year. Risk management is ongoing, and the importance assigned to identified risks can change and new risks can emerge during the year as the Company develops and implements its strategy. Consequently, our Chief Enterprise Risk Officer, in consultation with the Chairman, Chief Executive Officer and President, monitors risk management and mitigation activities across the organization throughout the year and reports periodically to the Audit Committee and the Board concerning the Company s risk management profile and activities. As a result, we believe having the same individual serve as both Chairman and Chief Executive Officer assists the Board in performing its risk oversight function because the Chairman, Chief Executive Officer and President is directly involved in the Company s ERM process. The Audit Committee also meets regularly in private sessions with the Company s Chief Enterprise Risk Officer.

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Board and Committee Membership; Committee Descriptions

Aetna s Board oversees and guides the Company s management and its business. Committees support the role of the Board on issues that are better addressed by smaller, more focused subsets of Directors.

The following table presents, as of March 28, 2014, the key standing Committees of the Board, the membership of such

Committees and the number of times each such Committee met in 2013. Board Committee Charters adopted by the Board for each of the six Committees listed below are available at **www.aetna.com/investors-aetna/governance/committees.html.**

GOVERNANCE OF THE COMPANY

Committee Functions and Responsibilities

The functions and responsibilities of the key standing Committees of Aetna s Board are described below.

Audit Committee

Richard J. Harrington

Chair

The Board has determined in its business judgment that all members of the Audit Committee meet the independence, financial literacy and expertise requirements for audit committee members set forth in the NYSE listing standards. Additionally, the Board has determined in its business judgment that each Audit Committee member, based on his or her background and experience (including that described in this Proxy Statement), has the requisite attributes of an audit committee financial expert as defined by the SEC. The Audit Committee assists the Board in its oversight of (1) the integrity of the financial statements of the Company, (2) the qualifications and independence of the Company s independent registered public accounting firm (the Independent Accountants), (3) the performance of the Company s internal audit function and the Independent Accountants, and (4) compliance by the Company with legal and regulatory requirements. The Audit Committee periodically discusses management s policies with respect to risk assessment and risk management, and periodically discusses with the Independent Accountants, management and the Internal Audit department significant financial risk exposures and the steps management has taken to monitor, control and report such exposures. The Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the Independent Accountants and any other accounting firm engaged to perform audit, review or attest services (including the resolution of any disagreements between management and any auditor regarding financial reporting). The Independent Accountants and any other such accounting firm report directly to the Audit Committee. The Company s Chief Compliance Officer is authorized to communicate promptly and personally to the Audit Committee on all matters he or she deems appropriate, including, without limitation, any matter involving criminal conduct or potential criminal conduct. The Audit Committee is empowered, to the extent it deems necessary or appropriate, to retain outside legal, accounting or other advisers having special competence as necessary to assist it in fulfilling its responsibilities and duties. The Audit Committee has available from the Company such funding as the Audit Committee determines for compensation to the Independent Accountants and any other accounting firm or other advisers engaged by the Audit Committee, and for the Audit Committee s ordinary administrative expenses. The Audit Committee conducts an annual evaluation of its performance. For more information regarding the role, responsibilities and limitations of the Audit Committee, please refer to the Report of the Audit Committee beginning on page 69.

The Audit Committee can be confidentially contacted by employees and others wishing to raise concerns or complaints about the Company s accounting, internal accounting controls or auditing matters by calling AlertLine®, an independent toll-free service, at 1-888-891-8910 (available seven days a week, 24 hours a day), or by writing to: Aetna Inc. Audit Committee, c/o Corporate Compliance, P.O. Box 370205, West Hartford, CT 06137-0205.

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Committee on Compensation and Talent Management

Roger N. Farah

Chair

The Board has determined in its business judgment that all members of the Compensation Committee meet the independence requirements set forth in the NYSE listing standards and in Aetna s Director Independence Standards. The Compensation Committee is directly responsible for reviewing and approving the corporate goals and objectives relevant to Chief Executive Officer and other executive officer compensation; evaluating the Chief Executive Officer s and other executive officers performance in light of those goals and objectives; and establishing the Chief Executive Officer s and other executive officers compensation levels based on this evaluation. The Chief Executive Officer s compensation is determined after reviewing the Chief Executive Officer s performance and consulting with the nonmanagement Directors of the Board. The Compensation Committee also evaluates and determines the compensation of the Company s executive officers and oversees the compensation and benefit plans, policies and programs of the Company. The Compensation Committee consults with the Chief Executive Officer regarding the compensation of all executive officers other than the Chief Executive Officer, but the Compensation Committee does not delegate its authority with regard to these executive compensation decisions. The Compensation Committee reviews and approves executive compensation philosophy and strategy including peer group and target compensation positioning. The Compensation Committee also administers Aetna s equity-based incentive plans and Aetna s 2001 Annual Incentive Plan (the Annual Incentive Plan). The Compensation Committee reviews and makes recommendations, as appropriate, to the Board as to the development and succession plans for the senior management of the Company. The Compensation Committee also reviews the Company s talent management and diversity strategies and conducts an annual evaluation of its performance.

The Compensation Committee has the authority to retain counsel and other experts or consultants as it may deem appropriate. The Compensation Committee has the sole authority to select, retain and terminate any consultant used to assist the Compensation Committee and has the sole authority to approve each consultant s fees and other retention terms. When selecting a compensation consultant, legal or other advisor, the Committee considers (i) the provision of other services to the Company; (ii) the amount of fees paid to the advisor as a percentage of the advisor s total revenue; (iii) the policies and procedures of the advisor s employer that are designed to prevent conflicts of interest; (iv) any business or personal relationship between the advisor and a member of the Committee; (v) any Company stock owned by the advisor; (vi) any business or personal relationship of the advisor and an executive officer of the Company; and (vii) any other factor deemed relevant to the advisor s independence from management. In accordance with this authority, the Compensation Committee engaged Frederic W. Cook & Co., Inc. (Cook) through November 2013 and in December 2013 appointed Meridian Compensation Partners (Meridian) as independent outside compensation consultants to advise the Compensation Committee on all matters related to Chief Executive Officer and other executive compensation. The Company may not engage Cook or Meridian for any services other than in support of the Compensation Committee without the prior approval of the Chair of the Compensation Committee. Cook and Meridian also advise the Nominating Committee regarding Director compensation. The Company does not engage Cook or Meridian for any services other than in support of these Committees. A representative of Cook attended eleven of the Compensation Committee s meetings in 2013, and a representative of Meridian attended one meeting.

Executive Committee

Mark T. Bertolini

Chair

This Committee is authorized to act on behalf of the Board between regularly scheduled Board meetings, usually when timing is critical. The Executive Committee has the authority to retain counsel and other experts or consultants as it may deem appropriate.

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GOVERNANCE OF THE COMPANY

Investment and Finance Committee

Edward J. Ludwig

Chair

This Committee assists the Board in reviewing the Company s investment policies, strategies, transactions and performance and in overseeing the Company s capital and financial resources. The Investment and Finance Committee has the authority to retain counsel and other experts or consultants as it may deem appropriate. The Investment and Finance Committee conducts an annual evaluation of its performance.

Medical Affairs Committee

Molly J. Coye, M.D.

Chair

This Committee provides general oversight of the Company s medical-related strategies, policies and practices that relate to promoting member health, enhancing access to cost-effective quality health care, and advancing safety and efficacy of care. The Medical Affairs Committee has the authority to retain counsel and other experts or consultants as it may deem appropriate. The Medical Affairs Committee conducts an annual evaluation of its performance.

Nominating and Corporate Governance Committee

Ellen M. Hancock

Chair

The Board has determined in its business judgment that all members of the Nominating Committee meet the independence requirements set forth in the NYSE listing standards and in Aetna s Director Independence Standards. The Nominating Committee assists the Board in identifying individuals qualified to become Board members, consistent with criteria approved by the Board;

oversees the organization of the Board to discharge the Board s duties and responsibilities properly and efficiently; and identifies best practices and recommends to the Board corporate governance principles. Other specific duties and responsibilities of the Nominating Committee include: annually assessing the size and composition of the Board; annually reviewing and recommending Directors for continued service; reviewing the compensation of, and benefits for, Directors; recommending the retirement policy for Directors; coordinating and assisting the Board in recruiting new members to the Board; reviewing potential conflicts of interest or other issues arising out of other positions held or proposed to be held by, or any changes in circumstances of, a Director; recommending Board Committee assignments; overseeing the annual evaluation of the Board; conducting an annual performance evaluation of the Nominating Committee; conducting a preliminary review of Director independence and the financial literacy and expertise of Audit Committee members; and interpreting, as well as reviewing any proposed waiver of, Aetna s Code of Conduct, the code of business conduct and ethics applicable to Directors. The Nominating Committee has the authority to retain counsel and other experts or consultants as it may deem appropriate. The Nominating Committee has the sole authority to select, retain and terminate any search firm used to identify Director candidates and has the sole authority to approve the search firm s fees and other retention terms.

The Board makes all Director compensation determinations after considering the recommendations of the Nominating Committee. In setting Director compensation, both the Nominating Committee and the Board reviewed director compensation data obtained from Cook. Cook has advised the Nominating Committee regarding Director compensation, but this role has been taken over by Meridian for 2014. However, neither the Nominating Committee nor the Board delegates any Director compensation decision-making authority.

Consideration of Director Nominees

Shareholder Nominees. The Nominating Committee will consider properly submitted shareholder nominations for candidates for membership on the Board as described below under Director Qualifications and Identifying and Evaluating Nominees for Director. Any shareholder nominations of candidates proposed for consideration by the Nominating Committee should include the nominee s name and qualifications for Board membership, and otherwise comply with applicable rules and regulations, and should be addressed to:

Corporate Secretary

Aetna Inc.

151 Farmington Avenue, RW61

Hartford, CT 06156

In addition, Aetna s By-Laws permit shareholders to nominate Directors for consideration at a meeting of shareholders at which one or more Directors are to be elected. For a description of the process for nominating Directors in accordance with Aetna s By-Laws, see Can I Propose Actions for Consideration at Next Year s Annual Meeting of Shareholders or Nominate Individuals to Serve as Directors? beginning on page 8.

Director Qualifications. The Nominating Committee Charter sets out the criteria weighed by the Nominating Committee in considering all Director candidates, including shareholder-identified candidates. The criteria are re-evaluated periodically and currently include: the relevance of the candidate s experience to the business of the Company; enhancing the diversity of the Board; the candidate s independence from conflict or direct economic relationship with the Company; and the candidate s ability to attend Board meetings regularly and devote an appropriate amount of effort in preparation for those meetings. It also is expected that nonmanagement Directors nominated by the Board are individuals who possess a reputation and hold positions or affiliations befitting a director of a large publicly held company, and are actively engaged in their occupations or professions or are otherwise regularly involved in the business, professional or academic community.

Diversity. The Nominating Committee believes that, in addition to the traditional concepts of diversity (e.g., gender, race and ethnicity), it also is important to achieve a diversity of knowledge, experience and capabilities on the Board that supports the Company s strategic direction. The Nominating Committee and the Board believe that having a Board of Directors with a broad background of skills, perspectives and experiences is crucial to enhancing the quality of Board decision making and governance. As a result, identifying Director candidates with diverse experiences, qualifications and skills that complement those already present on the Board has been and will continue to be central to the Nominating Committee s Director nomination process. Although the Board does not have a formal diversity policy, our Directors come from many different fields, including academia, technology, manufacturing, retail, service, consumer products, not-for-profit and regulatory. Our Director Nominees for 2014 include four women, one Latino male and one African American male.

The specific experiences, qualifications, attributes and skills that the Nominating Committee and the Board believe each Nominee possesses are set forth below each Nominee s biography beginning on page 20.

Identifying and Evaluating Nominees for Director. The Nominating Committee uses a variety of methods to identify and evaluate nominees for Director. In recommending Director nominees to the Board, the Nominating Committee solicits candidate recommendations from its own members, other Directors and management. It also may engage the services and pay the fees of a professional search firm to assist it in identifying potential Director nominees. The Nominating Committee also reviews materials provided by professional search firms or other parties in connection with its consideration of nominees. The Nominating Committee regularly assesses the appropriate size of the

Board and whether any vacancies on the Board are expected due to retirement or otherwise. If vacancies are anticipated, or otherwise arise, the Nominating Committee considers whether to fill those vacancies and, if applicable, considers various potential Director candidates. These candidates are evaluated against the current Director criteria at regular or special meetings of the Nominating Committee and may be considered at any point during the year. As described above, the Nominating Committee will consider properly submitted shareholder nominations for candidates for the Board. Following verification of the shareholder status of the person(s) proposing a candidate, a shareholder nominee will be considered by the Nominating Committee at a meeting of the Nominating Committee. If any materials are provided by a shareholder in connection with the nomination of a Director candidate, such materials are forwarded to the Nominating Committee.

The Board and the Nominating Committee each considered the characteristics and performance of the individual Directors standing for election to the Board at the Annual Meeting against the foregoing criteria, and, to the extent applicable, reviewed the impact of any change in the principal occupations of all Directors during the last year. Upon completion of its review process, the Nominating Committee reported to the Board its conclusions and recommendations for nominations to the Board, and the Board nominated the 12 Director nominees named in this Proxy Statement based on those recommendations.

In 2013, the Nominating Committee engaged and paid the fees of a professional search firm to assist the Nominating Committee in identifying and evaluating potential nominees.

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I. ELECTION OF DIRECTORS

This year, Aetna will nominate 12 individuals for election as Directors at the Annual Meeting (the Nominees) to replace the current Board. The terms of office for the Directors elected at the Annual Meeting will run until the next annual meeting and until their successors are duly elected and qualified. The Nominating Committee recommended the 12 Nominees for nomination by the Board. Based on that recommendation, the Board nominated each of the Nominees for election at the Annual Meeting.

All Nominees are currently Directors of Aetna. The following pages list the names and ages of the Nominees as of the date of the Annual Meeting, the year each first became a Director of Aetna or one of its predecessors, the principal occupation of each Nominee as of March 28, 2014, the publicly traded company directorships and certain other directorships held by each Nominee for the past five years, a brief description of the business experience of each Nominee for at least the last five years, and the specific experience, qualifications, attributes and skills that each Nominee possesses. The specific experience, qualifications, attributes and skills listed below for each Nominee are in addition to the individual qualifications required for all nominees as outlined under Consideration of Director Nominees-Director Qualifications on page 19.

Each of the 12 individuals listed below (or such lesser number if the Board has reduced the number of Directors to be elected at the Annual Meeting as described on page 8 under What If a Director Nominee Is Unwilling or Unable to Serve?) who receives more for votes than against votes cast at the Annual Meeting will be elected a Director. In addition, as described in more detail on page 10 under Director Elections Majority Voting Standard, Aetna s Corporate Governance Guidelines require any incumbent nominee for Director in an uncontested election who receives more against votes than for votes to promptly submit his or her resignation for consideration by the Nominating Committee. The Nominating Committee and the Board are then required to act on the resignation, in each case within a reasonable period of time.

The Board recommends a vote FOR each of the 12 Nominees. If you complete the enclosed proxy card, unless you direct to the contrary on that card, the shares represented by that proxy card will be voted FOR the election of all 12 Nominees.

Nominees for Directorships

Fernando Aguirre

Independent Director

Age: 56

Director of Aetna Since: 2011

Committees Served: Audit; Nominating & Corporate Governance

Other Public Directorships: Levi Strauss & Co. (brand-name apparel company) and Barry Callebaut AG (manufacturer of high-quality chocolate and cocoa products)

Mr. Aguirre served as President and Chief Executive Officer from January 2004 to October 2012 and Chairman from May 2004 to October 2012 of Chiquita Brands International, Inc. (global distributor of consumer products). Prior to joining Chiquita, Mr. Aguirre worked for more than 23 years in brand management, general management and turnarounds at The Procter & Gamble Company (P&G) (manufacturer and distributor of consumer products). Mr. Aguirre began his P&G career in 1980, serving in various capacities including President and General Manager of P&G Brazil, President of P&G Mexico, Vice President of P&G s global snacks and US food products, and President of global feminine care. In July 2002, Mr. Aguirre was named President, special projects, reporting to P&G s Chairman and CEO, working on strategy. Mr. Aguirre served as a director of Coca-Cola Enterprises Inc. from 2005 until November 2010.

Experience, Qualifications, Attributes and Skills

Mr. Aguirre brings to the Board extensive consumer products, global business and executive leadership experience. As a former Chairman and CEO of a large public company that produces and distributes consumer products worldwide, he has significant brand management and international experience that is valuable to the Board s strategic and operational understanding of global markets. He possesses significant experience as a director, as demonstrated by his current and prior service on other public company boards.

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I. ELECTION OF DIRECTORS

Mark T. Bertolini

Management Director

Age: 57

Director of Aetna Since: 2010

Committees Served: Executive; Investment & Finance

Mr. Bertolini is Chairman, Chief Executive Officer and President of Aetna. He assumed the role of Chairman on April 8, 2011 and Chief Executive Officer on November 29, 2010. Mr. Bertolini came to Aetna in 2003 as head of Aetna s Specialty Products. In July 2007, he was named President, responsible for all of Aetna s businesses and operations across the company s broad range of healthcare products and related services. Prior to serving as Aetna s President, Mr. Bertolini was executive vice president and head of Aetna s regional businesses, which included the company s individual, retiree, small group and middle market businesses, as well as numerous product, network and service areas. Prior to joining Aetna, Mr. Bertolini held executive positions at Cigna, NYLCare Health Plans, and SelectCare, Inc., where he served as president and chief executive officer. Among his civic activities, Mr. Bertolini serves on the Board of Directors of The Hole in the Wall Gang Camp, an organization founded by Paul Newman that serves children with cancer and other serious illnesses, and the Fidelco Guide Dog Foundation, an organization that breeds, trains and places German Shepherd guide dogs with people with visual disabilities

Experience, Qualifications, Attributes and Skills

Mr. Bertolini brings to his position as Chairman, Chief Executive Officer and President extensive healthcare industry expertise, with over 25 years in the healthcare business. He has strong leadership skills and business experience, as he has demonstrated as President and then as Chairman and Chief Executive Officer of Aetna and in several prior executive-level positions. He is a well-recognized leader in the healthcare industry and possesses deep insights into healthcare issues as well as broad knowledge and appreciation of public policy issues affecting the Company.

Frank M. Clark

Independent Director

Age: 68

Director of Aetna Since: 2006

Committees Served: Compensation & Talent Management; Medical Affairs

Other Public Directorships: Waste Management, Inc. (waste disposal services)

Mr. Clark retired in February 2012 as the Chairman and Chief Executive Officer of Commonwealth Edison Company (ComEd) (an electric energy distribution subsidiary of Exelon Corporation), having served in that position since November 2005. Mr. Clark served as President of ComEd from October 2001 to 2005 and served as Executive Vice President and Chief of Staff to the Exelon Corporation Chairman from 2004 to 2005. After joining ComEd in 1966, Mr. Clark held key leadership positions in operational and policy-related responsibilities, including regulatory and governmental affairs, customer service operations, marketing and sales, information technology, human resources and labor relations, and distribution support services. Mr. Clark is non-executive chairman of BMO Financial Corporation (financial services).

Experience, Qualifications, Attributes and Skills

Mr. Clark brings to the Board a broad background of senior leadership experience, gained from his over 45 years of service with ComEd and Exelon Corporation. He possesses significant management ability and business acumen which give Mr. Clark critical insights into the operational issues facing a large public company. Mr. Clark is an experienced manager in a business that is intensely customer service oriented, whose knowledge of customer relations, marketing and human resources offers the Board important perspectives on similar issues affecting the Company. Mr. Clark also possesses significant public company board experience.

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I. ELECTION OF DIRECTORS

Betsy Z. Cohen

Independent Director

Age: 72

Director of Aetna or its predecessors since: 1994

Committees Served: Investment & Finance; Nominating & Corporate Governance

Other Public Directorships: The Bancorp, Inc. (financial holding company)

Mrs. Cohen is Chief Executive Officer of The Bancorp, Inc. (and its subsidiary, The Bancorp Bank (Internet banking and financial services)), a position she has held since September 2000. Mrs. Cohen served as Chairman of The Bancorp Bank from November 2003 to February 2004. From August 1997 to her retirement in December 2010, Mrs. Cohen served as Chairman and a trustee of RAIT Financial Trust (real estate investment trust). Until December 2006, she also held the position of Chief Executive Officer. From 1999 to 2000, Mrs. Cohen also served as a director of Hudson United Bancorp (holding company), the successor to JeffBanks, Inc., where she had been Chairman and Chief Executive Officer since its inception in 1981 and also served as Chairman and Chief Executive Officer of its subsidiaries, Jefferson Bank (which she founded in 1974) and Jefferson Bank New Jersey (which she founded in 1987) prior to JeffBanks merger with Hudson United Bancorp in December 1999. From 1985 until 1993, Mrs. Cohen was a director of First Union Corp. of Virginia (bank holding company) and its predecessor, Dominion Bankshares, Inc. In 1969, Mrs. Cohen co-founded a commercial law firm and served as a Senior Partner until 1984.

Experience, Qualifications, Attributes and Skills

Mrs. Cohen brings to the Board a broad and diverse background in the financial services industry, having founded and successfully led financial institutions both in the U.S. and abroad. She possesses extensive leadership and business management expertise focused on the financial industry, an important knowledge base for the Board. Mrs. Cohen has extensive legal, financial and real estate investment expertise and has been recognized both nationally and internationally for her business acumen and leadership skills, which contribute important expertise to the Board.

Molly J. Coye, M.D.

Outside Director

Age: 67

Director of Aetna Since: 2005

Committees Served: Medical Affairs; Executive; Investment & Finance

Dr. Coye is Chief Innovation Officer of the UCLA Health System (comprehensive healthcare organization), a position she has held since September 2010. Before assuming her current position, Dr. Coye served as President and Chief Executive Officer of CalRHIO (non-profit California health information exchange organization) and Chief Executive Officer of the Health Technology Center (non-profit education and research organization), which she founded in December 2000. She also served as a Senior Advisor to the Public Health Institute until January 2010. Previously, Dr. Coye served in both the public and private sectors as Senior Vice President of the West Coast Office of The Lewin Group (consulting) from 1997 to December 2000; Executive Vice President, Strategic Development, of HealthDesk Corporation from 1996 to 1997; Senior Vice President, Clinical Operations, Good Samaritan Health Hospital from 1993 to 1996; Director of the California Department of Health Services from 1991 to 1993; Head of the Division of Public Health, Department of Health Policy and Management, Johns Hopkins School of Hygiene and Public Health from 1990 to 1991; Commissioner of Health of the New Jersey State Department of Health from 1986 to 1989; Special Advisor for Health and the Environment, State of New Jersey Office of the Governor from 1985 to 1986; and National Institute for Occupational Safety and Health Medical Investigative Officer from 1980 to 1985. She formerly served as chair of the board of PATH (non-profit organization developing technologies for international health) and serves on the board of directors of Prosetta, Inc. (biotechnology firm developing assays and therapeutics). Dr. Coye also serves on the Board of Directors of Aetna Foundation, Inc.

Experience, Qualifications, Attributes and Skills

Dr. Coye brings to the Board significant clinical, health policy and health-related technology expertise. She has developed this expertise through over 30 years of service in the public and private healthcare sectors, where she has managed major research studies, led health technology initiatives and held several senior advisory roles. Her in-depth knowledge of innovative health information technology and global health issues provides the Board with valuable insights into an area of growing importance to the Company.

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I. ELECTION OF DIRECTORS

Roger N. Farah

Independent Director

Age: 61

Director of Aetna Since: 2007

Committees Served: Compensation & Talent Management; Executive; Investment & Finance

Other Public Directorships: Ralph Lauren Corporation (lifestyle products) and The Progressive Corporation (auto insurance)

Mr. Farah is Executive Vice Chairman, a position he has held since November 2013, and has been a Director of Ralph Lauren Corporation (lifestyle products) since April 2000. Mr. Farah previously served as President and Chief Operating Officer from April 2000 to October 2013. Prior to that, he served as Chairman of the Board of Venator Group, Inc. (now Foot Locker, Inc.) from December 1994 to April 2000, and as its Chief Executive Officer from December 1994 to August 1999. Mr. Farah served as President and Chief Operating Officer of R.H. Macy & Co., Inc. (retailing) from July 1994 to October 1994. From June 1991 to July 1994, he was Chairman and Chief Executive Officer of Federated Merchandising Services (retailing), the central buying and product development arm of Federated Department Stores, Inc. (retailing). From 1988 to 1991, Mr. Farah served as Chairman and Chief Executive Officer of Rich s/Goldsmith s Department Stores (retailing) and President of Rich s/Goldsmith s Department Stores from 1987 to 1988. He held a number of positions of increasing responsibility at Saks Fifth Avenue, Inc. (retailing) from 1975 to 1987.

Experience, Qualifications, Attributes and Skills

Mr. Farah brings to the Board extensive business and leadership experience. He has strong marketing, brand management and consumer insights developed in his over 35 years of experience in the retail industry. His former position as Chief Operating Officer and current executive position as Executive Vice Chairman of Ralph Lauren Corporation give Mr. Farah an important perspective on the complex financial and operational issues facing the Company. He also possesses significant public company board experience as demonstrated by his past and current service on a number of public company boards.

Barbara Hackman Franklin

Independent Director

Age: 74

Director of Aetna or its predecessors: from 1979 to 1992; and since 1993

Committees Served: Compensation & Talent Management; Nominating & Corporate Governance

Other Public Directorships: three American Funds mutual funds

Ms. Franklin is President and Chief Executive Officer of Barbara Franklin Enterprises (private international consulting firm). From 1992 to 1993, she served as the 29th U.S. Secretary of Commerce. Prior to that appointment, Ms. Franklin was President and Chief Executive Officer of Franklin Associates (management consulting firm), which she founded in 1984. She has received the John J. McCloy Award for contributions to audit excellence, the Director of the Year Award from the National Association of Corporate Directors, an Outstanding Director Award from the Outstanding Director Exchange, and was named by Directorship as one of the 100 most influential people in governance. Ms. Franklin was Senior Fellow of The Wharton School of Business from 1979 to 1988, an original Commissioner and Vice Chair of the U.S. Consumer Product Safety Commission from 1973 to 1979, and a Staff Assistant to the President of the United States from 1971 to 1973. Earlier, she was an executive at Citibank and the Singer Company. Ms. Franklin serves on the international advisory board of LaFarge, Paris, France (building materials). She is Chairman Emerita of the National Association of Corporate Directors, Chairman Emerita of the Economic Club of New York, a director of the US-China Business Council, the National Committee on US-China Relations, the Committee for Economic Development and the Atlantic Council. Ms. Franklin served as a director of The Dow Chemical Company from 1980 to 1992 and from 1993 to 2012 and of the JP Morgan Value Opportunities Fund from 2007 to 2014.

Experience, Qualifications, Attributes and Skills

Ms. Franklin brings to the Board a wealth of business and leadership experience from her private and public sector accomplishments over more than 40 years. She is a recognized expert on corporate governance, auditing and financial reporting matters whose expertise has helped the Board navigate the changing governance landscape. Her extensive senior-level government service (Cabinet, regulatory commission, White House) provides the Board with unique perspectives into the political, regulatory, and international environment affecting the Company. Ms. Franklin has extensive international business expertise, demonstrated by her service as Secretary of Commerce, her private sector business experience and her past service on the President s Advisory Committee for Trade Policy and Negotiations. Ms. Franklin also possesses significant public company board experience as demonstrated by her past service on fourteen public company boards. She has served as a presiding director and the chair of audit, ethics and governance committees.

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I. ELECTION OF DIRECTORS

Jeffrey E. Garten

Independent Director

Age: 67

Director of Aetna or its predecessors since: 2000

Committees Served: Compensation & Talent Management; Medical Affairs

Other Public Directorships: CarMax, Inc. (automotive retailer) and nine Credit Suisse mutual funds

Mr. Garten has been the Juan Trippe Professor in the Practice of International Trade, Finance and Business at Yale University since July 1, 2005, having served previously as the Dean of the Yale School of Management since 1995. He also is Chairman of Garten Rothkopf (global consulting firm), a position he assumed in October 2005. Mr. Garten held senior posts on the White House staff and at the U.S. Department of State from 1973 to 1979. He joined Shearson Lehman Brothers (investment banking) in 1979 and served as Managing Director from 1984 to 1987. In 1987, Mr. Garten founded Eliot Group, Inc. (investment banking) and served as President until 1990, when he became Managing Director of The Blackstone Group (private merchant bank). From 1992 to 1993, Mr. Garten was Professor of Finance and Economics at Columbia University s Graduate School of Business. He was appointed U.S. Under Secretary of Commerce for International Trade in 1993 and served in that position until 1995. He is the author of *A Cold Peace: America, Japan, Germany and the Struggle for Supremacy*; *The Big Ten: Big Emerging Markets and How They Will Change Our Lives*; *The Mind of the CEO*; and *The Politics of Fortune*: *A New Agenda for Business Leaders.* Mr. Garten is a trustee of the International Rescue Committee and a director of Aetna Foundation, Inc. He also serves on the Board of Managers of Standard & Poor s LLC, a division of The McGraw-Hill Companies.

Experience, Qualifications, Attributes and Skills

Mr. Garten brings to the Board extensive experience in global investment banking and many years of government service during which he held senior policy positions that focused on trade and investment. His background includes work with corporations in the United States and abroad, Congress, regulatory agencies and foreign governments. He possesses significant business and leadership experience as the former Dean of the Yale School of Management and as a current principal of Garten Rothkopf, an international consulting firm. Mr. Garten is a recognized expert on finance and international trade, and has written extensively on leadership, the relationship between business and government and the challenges of operating in a global marketplace. His experience leading a national working group on accounting standards and as a former advisor to the Public Company Accounting Oversight Board provides him with a thorough understanding of accounting issues. Mr. Garten also possesses significant public company board experience.

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I. ELECTION OF DIRECTORS

Ellen M. Hancock

Independent Director

Age: 71

Director of Aetna or its predecessors since: 1995

Committees Served: Nominating & Corporate Governance; Audit; Executive

Other Public Directorships: Colgate-Palmolive Company (consumer products)

Mrs. Hancock served as the President of Jazz Technologies, Inc. and President and Chief Operating Officer of its predecessor, Acquicor Technology Inc., from August 2005 to June 2007. Prior to its merger with Jazz Semiconductor, Inc., a wafer foundry, in February 2007, Jazz Technologies (then known as Acquicor) was a blank check company formed for the purpose of acquiring businesses in the technology, multimedia and networking sector. Mrs. Hancock previously served as Chairman of the Board and Chief Executive Officer of Exodus Communications, Inc. (Internet system and network management services). She joined Exodus in March 1998 and served as Chairman from June 2000 to September 2001, Chief Executive Officer from September 1998 to September 2001, and President from March 1998 to June 2000. Mrs. Hancock held various staff, managerial and executive positions at International Business Machines Corporation (information-handling systems, equipment and services) from 1966 to 1995. She became a Vice President of IBM in 1985 and served as President, Communication Products Division, from 1986 to 1988, when she was named General Manager, Networking Systems. Mrs. Hancock was elected an IBM Senior Vice President in November 1992, and in 1993 was appointed Senior Vice President and Group Executive, which position she held until February 1995. Mrs. Hancock served as an Executive Vice President and Chief Operating Officer of National Semiconductor Corporation (semiconductors) from September 1995 to May 1996, and served as Executive Vice President for Research and Development and Chief Technology Officer of Apple Computer, Inc. (personal computers) from July 1996 to July 1997. Mrs. Hancock served as a director of Electronic Data Systems Corporation from February 2004 to August 2008.

Experience, Qualifications, Attributes and Skills

Mrs. Hancock brings to the Board highly relevant experience in the field of information technology and consumer products, where she has held senior leadership positions and also led a start-up company. Her technology background provides the Board with an important perspective on the health technology challenges and opportunities of the Company. Mrs. Hancock also has significant public company board experience. Her experience positions her well as Chair of our Nominating and Corporate Governance Committee.

Richard J. Harrington

Independent Director

Age: 67

Director of Aetna Since: 2008

Committees Served: Audit; Executive; Investment & Finance; Medical Affairs

Other Public Directorships: Xerox Corporation (document management, technology and service enterprise)

Mr. Harrington served as President and Chief Executive Officer of The Thomson Corporation (business technology and integrated information solutions) prior to its acquisition of Reuters Group PLC in April 2008. From April 2008 to October 2009, he served as Chairman of the Thomson Reuters Foundation. He currently serves as Chairman of The Cue Ball Group (venture capital firm). Mr. Harrington held a number of senior leadership positions within Thomson since 1982, including CEO of Thomson Newspapers, and CEO of Thomson Professional Publishing. Mr. Harrington began his professional career with Arthur Young & Co. (public accounting firm) in 1972, where he became a licensed certified public accountant. In 2002, he was presented an Honorary Doctorate of Laws from University of Rhode Island. In 2007, he received the Legend in Leadership award from the Yale University Chief Executive Leadership Institute; the CEO of the Year award from the Executive Council; and the Man of the Year award from the National Executive Council for his many philanthropic activities.

Experience, Qualifications, Attributes and Skills

Mr. Harrington brings to the Board the skills and insights of a seasoned business leader with over 25 years experience in the business technology and information solutions area. He has strategic vision and leadership expertise, and led The Thomson Corporation at the time of its acquisition of Reuters Group PLC. Mr. Harrington s experience in change management and strategic differentiation gives the Board a unique perspective on these important issues. Mr. Harrington, who has worked as a certified public accountant, also chairs the audit committee of Xerox Corporation. These experiences position him well to serve as Chair of our Audit Committee.

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I. ELECTION OF DIRECTORS

Edward J. Ludwig

Independent Director

Age: 63

Director of Aetna Since: 2003

Committees Served: Investment & Finance; Executive; Compensation & Talent Management; Nominating & Corporate Governance

Other Public Directorships: Xylem, Inc. (water technology company) and Boston Scientific Corporation (medical devices)

Mr. Ludwig is former Chairman of the Board of Becton, Dickinson and Company (BD) (global medical technology company) having served in that position from February 2002 through June 2012. He also served as Chief Executive Officer from January 2000 to September 2011 and as President from May 1999 to December 2008. Mr. Ludwig joined BD as a Senior Financial Analyst in 1979. Prior to joining BD, Mr. Ludwig served as a senior auditor with Coopers and Lybrand (now PricewaterhouseCoopers) where he earned his CPA and as a financial and strategic analyst at Kidde, Inc. He serves on the board of directors of POCARED Diagnostics Ltd (diagnostics technology manufacturer), and he is the Vice Chairman of the Hackensack University Medical Center Network Board of Trustees.

Experience, Qualifications, Attributes and Skills

Mr. Ludwig brings to the Board significant executive-level leadership experience and business expertise. His more than 30 years of experience in the field of medical technology give Mr. Ludwig a unique perspective on the Company s strategy. As the former Chairman of BD, Mr. Ludwig brings a thorough appreciation of the strategic and operational issues facing a large public company in the healthcare industry. Mr. Ludwig served as chief financial officer of a Fortune 500 company and has worked as a certified public accountant. He offers the Board a deep understanding of financial, accounting and audit-related issues. These experiences position Mr. Ludwig well to serve as our Lead Director and Chair of our Investment and Finance Committee.

Joseph P. Newhouse

Independent Director

Age: 72

Director of Aetna Since: 2001

Committees Served: Audit; Medical Affairs

Dr. Newhouse is the John D. MacArthur Professor of Health Policy and Management at Harvard University, a position he assumed in 1988. At Harvard, he also is the Director of the Division of Health Policy Research and Education, the Director of the Interfaculty Initiative on Health Policy, Chair of the Committee on Higher Degrees in Health Policy and a member of the faculties of the John F. Kennedy School of Government, the Harvard Medical School, the Harvard School of Public Health and the Faculty of Arts and Sciences. Prior to joining Harvard, Dr. Newhouse held various positions at The RAND Corporation from 1968 to 1988, serving as a faculty member of the RAND Graduate School from 1972 to 1988, as Deputy Program Manager for Health Sciences Research from 1971 to 1988, Senior Staff Economist from 1972 to 1981, Head of the Economics Department from 1981 to 1985 and as a Senior Corporate Fellow from 1985 to 1988. Dr. Newhouse was the Founding Editor of the *Journal of Health Economics*, which he edited for 30 years. He is a Faculty Research Associate of the National Bureau of Economic Research, a member of the Institute of Medicine of the National Academy of Sciences, a member of the *New England Journal of*

Medicine Editorial Board, a fellow of the American Academy of Arts and Sciences, and a director of the National Committee for Quality Assurance. Dr. Newhouse is the author of *Free for All: Lessons from the RAND Health Insurance Experiment* and *Pricing the Priceless: A Health Care Conundrum*. He also serves on the Board of Directors of Aetna Foundation, Inc.

Experience, Qualifications, Attributes and Skills

Dr. Newhouse s experience of over 40 years in the health policy arena significantly enhances the Board s understanding of health policy issues, which is particularly important in the current public policy reform environment. He has written extensively on U.S. health policy matters, and he is a highly-regarded expert in economics and business. Dr. Newhouse s expertise in health policy and healthcare financing has enhanced the Board s understanding of these issues.

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Director Compensation Philosophy and Elements

Each year, the Nominating Committee reviews compensation for nonmanagement Directors and makes recommendations regarding the prospective level and composition of Director compensation to the Board for its approval.

The Nominating Committee s goal is to develop a compensation program that:

Attracts and retains qualified Directors;

Recognizes Directors critical contributions; and

Aligns, through the offering of stock-based compensation, the interests of Aetna s Directors with the long-term interests of our shareholders.

As part of their review, the Nominating Committee and the Board consider, among other factors, the Director

compensation practices at a comparative group of public companies (the comparative group), based on market comparison studies prepared by Cook, an outside consultant. Cook also served as the compensation consultant to the Compensation Committee as described on page 17, and was replaced by Meridian in December 2013.

The primary elements of Aetna s Director compensation program are annual cash retainer fees and annual restricted stock unit (RSU) awards. Directors also receive certain benefits. Directors who are officers of Aetna receive no additional compensation for membership on the Board or any of its Committees. Commencing in 2012, the Lead Director began to receive an annual cash retainer of $15,000, and beginning in 2014, this amount will increase to $25,000.

Director Stock Ownership Guidelines

The Board has established Director Stock Ownership Guidelines under which each nonmanagement Director is required to own, within five years of joining the Board, shares of Common Stock or stock units having a dollar value equal to $400,000. At March 28, 2014, all of Aetna s nonmanagement Directors were in compliance with these guidelines.

Aetna s Code of Conduct prohibits Directors from engaging in hedging strategies using puts, calls or other types of derivative securities based on the value of the Common Stock.

2013 Nonmanagement Director Compensation

On November 30, 2012, following a review with Cook, the Board set the value of cash and equity compensation for nonmanagement Directors for 2013 to be the same as their 2012 cash and equity compensation.

Cook s report concluded that Director compensation for Aetna s nonmanagement Directors falls in the bottom quartile level paid to nonmanagement directors in the prior year in the comparative group. Aetna s aggregate Board compensation cost is at the median of the comparative group. The 2013 comparative group consisted of public healthcare companies: Cigna Corporation, Coventry Health Care, Inc., Health Net, Inc., Humana Inc., UnitedHealth Group Incorporated and WellPoint, Inc.

In addition, Cook utilized a nationally recognized survey source to gauge competitive levels for non-employee director compensation, the National Association of Corporate Directors (NACD) 2011/2012 Director

Compensation Report for companies with revenues greater than $10 billion. NACD data indicates that on a per director basis, Aetna s nonmanagement Director compensation level falls between the median and the 75th percentile of a broader industry group of large companies (revenues greater than $10B) over the last four years; and at the median level of the healthcare industry companies.

Details regarding retainer fees for Board and Committee service are set forth in footnote 1 to the 2013 Director Compensation table.

The 2013 Director Compensation table sets forth for 2013 the total compensation of each of the nonmanagement Directors. Actual compensation for any Director, and amounts shown in the 2013 Director Compensation table, may vary by Director due to the Committees on which a Director serves and other factors described in footnote 3 to the 2013 Director Compensation table.

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I. ELECTION OF DIRECTORS

2013 Director Compensation

Name	Fees Earned or Paid in Cash(1)	Stock Awards(2)	All Other Compensation(3)	Total(4)
Fernando Aguirre	$ 86,834	$ 160,007	$ 15,776	$ 262,617
Frank M. Clark	86,500	160,007	45,213	291,720
Betsy Z. Cohen	84,000	160,007	46,635	290,642
Molly J. Coye, M.D.	91,000	160,007	45,213	296,220
Roger N. Farah	98,000	160,007	44,115	302,122
Barbara Hackman Franklin	87,500	160,007	46,578	294,085
Jeffrey E. Garten	86,500	160,007	40,213	286,720
Ellen M. Hancock	96,500	160,007	46,635	303,142
Richard J. Harrington	99,334	160,007	17,288	276,629
Edward J. Ludwig	114,500	160,007	44,115	318,622
Joseph P. Newhouse	86,500	160,007	36,635	283,142

(1) *The amounts shown in this column include any cash compensation that was deferred by Directors during 2013 under the Aetna Inc. Non-Employee Director Compensation Plan (the Director Plan). See Additional Director Compensation Information beginning on page 29 for a discussion of Director compensation deferrals. Amounts in this column consist of one or more of the following:*

Activity	Fees Earned or Paid in Cash
Annual Retainer Fee	$ 75,000
Lead Director	15,000
Chair of the Audit Committee	15,000
Membership on the Audit Committee	7,500
Chair of the Compensation Committee	15,000
Membership on the Compensation Committee	7,500
Chair of the Nominating Committee	10,000
Membership on the Nominating Committee	5,000
Chair of the Investment and Finance Committee	8,000
Chair of the Medical Affairs Committee	8,000
Committee Membership (except as set forth above) (other than the Chairs)	4,000

(2) *Amounts shown in this column represent the full grant date fair value for RSUs granted in 2013 computed in accordance with FASB ASC Topic 718, excluding forfeiture estimates. Refer to pages 121-124 of Aetna s 2013 Annual Report, Financial Report to Shareholders for all relevant valuation assumptions used to determine the grant date fair value of the stock awards included in this column. On May 17, 2013, Aetna granted each nonmanagement Director then in office 2,665 RSUs. The full grant date fair value is calculated by multiplying the number of units granted times the closing price of Aetna s Common Stock on the date of grant. See Additional Director Compensation Information beginning on page 29 for a discussion of various stock unit awards and their respective deferrals.*

At December 31, 2013, the number of outstanding stock awards held by each Director was 2,665. Refer to the Beneficial Ownership Table on page 32 for more information on Director holdings of Common Stock.

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(3) All Other Compensation consists of the items in the following table. See Additional Director Compensation Information beginning below for a discussion of certain components of All Other Compensation.

	Group Life Insurance and Business Travel Accident Insurance Premiums	Charitable Award Program[a]	Matching Charitable Contributions[b]	Total
Fernando Aguirre	$ 776	$ 0	$ 15,000	$ 15,776
Frank M. Clark	2,288	27,925	15,000	45,213
Betsy Z. Cohen	3,710	27,925	15,000	46,635
Molly J. Coye, M.D.	2,288	27,925	15,000	45,213
Roger N. Farah	1,190	27,925	15,000	44,115
Barbara Hackman Franklin	3,710	27,925	14,943	46,578
Jeffrey E. Garten	2,288	27,925	10,000	40,213
Ellen M. Hancock	3,710	27,925	15,000	46,635
Richard J. Harrington	2,288	0	15,000	17,288
Edward J. Ludwig	1,190	27,925	15,000	44,115
Joseph P. Newhouse	3,710	27,925	5,000	36,635

(a) Refer to Director Charitable Award Program on page 30 for information about the Charitable Award Program, which was discontinued for any new Director joining the Board after January 25, 2008. Amounts shown are pre-tax, and do not reflect the anticipated tax benefit to the Company from the charitable contributions under the Charitable Award Program. Directors derive no personal financial or tax benefit from this program.

(b) These amounts represent matching contributions made by Aetna Foundation, Inc. pursuant to Aetna s charitable giving programs, which encourage contributions by eligible persons to charitable organizations. Through the 2013 Aetna Foundation Matching Grants Program for Directors, up to $15,000 in eligible contributions per person per program year are matched at 100% by Aetna Foundation, Inc. Amounts shown are pre-tax. Directors derive no personal financial or tax benefit from this program.

(4) The Company has not granted stock appreciation rights (SARs) or stock options to nonmanagement Directors since 2004. Therefore, no amount associated with SARs or stock options is included in this column. As of December 31, 2013, there were no outstanding SARs or stock options held by nonmanagement Directors.

Additional Director Compensation Information

Director Deferrals

The amounts shown in the Fees Earned or Paid in Cash and Stock Awards columns of the 2013 Director Compensation table include amounts that were deferred by Directors during 2013 under the Director Plan. Under the Director Plan, nonmanagement Directors may defer payment of some or all of their annual retainer fees, vested RSUs and dividend equivalents paid on stock units to an unfunded stock unit account or unfunded interest account until after they have resigned or retired (as defined in the Director Plan) from the Board or elect to diversify their stock unit holdings as described below.

During the period of deferral, amounts deferred to the stock unit account track the value of the Common Stock and earn dividend equivalents. During the period of deferral, amounts deferred to the interest account accrue interest pursuant to a formula equal to the rate of interest paid from time to time under the fixed interest rate fund option of the Aetna 401(k) Plan, which was 2.30% for the period January to March 2013; 2.25% for the period April to June 2013; 2.15% for the period July 2013 to September 2013; and 1.95% for the period October to December 2013.

Under the Director Plan, beginning at age 68, Directors are allowed to make an annual election to diversify up to 100% of their voluntary deferrals into the stock unit account out of stock units and into an interest account. During 2013, no Director made such a diversification election. Directors who make a diversification election remain subject to the Board s Director Stock Ownership Guidelines.

Stock Unit and Restricted Stock Unit Awards

Prior to 2012, nonmanagement Directors, upon their initial election to the Board, received a one-time grant of Initial Units convertible upon retirement from Board service into 6,000 shares of Common Stock. Generally, to become fully vested in the Initial Units, a Director must complete three years of service following the grant. If service is terminated

sooner by reason of death, disability, retirement or acceptance of a position in government service, a Director is entitled to receive the full grant if the Director has completed a minimum of six consecutive months of service as a Director from the date of grant.

I. ELECTION OF DIRECTORS

A Director s right with respect to unvested Initial Units also will vest upon a change in control of Aetna (as defined in the Director Plan). If a Director terminates Board service prior to completion of three years of service from the grant date of any Initial Units that have not otherwise vested under the terms of the Director Plan, the Director will be entitled to receive a pro rata portion of the award. Although Directors receive dividend equivalents on the Initial Units, they have no voting rights with respect to the Initial Units granted. The Initial Units granted are not transferable. All of the current nonmanagement Directors received Initial Units.

On May 17, 2013, Aetna granted each nonmanagement Director then in office 2,665 RSUs under the Director Plan. The full grant date fair value of the RSUs granted to each

nonmanagement Director was $160,007. The RSUs vest in quarterly increments over a one-year period beginning May 17, 2013, and are payable at the end of the one-year period in shares of Common Stock or can be deferred under the Director Plan to a stock unit account or an interest account as described above. The RSUs granted to a nonmanagement Director will vest immediately if the Director ceases to be a Director because of death, disability, retirement or acceptance of a position in government service. All RSUs granted to nonmanagement Directors also will vest upon a change in control of Aetna (as defined in the Director Plan). The unvested RSUs granted to nonmanagement Directors do not earn dividend equivalents, have no voting rights and are not transferable.

Director Charitable Award Program

Prior to January 26, 2008, Aetna maintained a Director Charitable Award Program (the Program) for nonmanagement Directors serving on the Board. After a review of the Program and competitive practices, the Board decided to close the Program, and any Director who first joins the Board after January 25, 2008 will not be eligible to participate. However, to recognize pre-existing commitments, the Program remains in place for Directors serving prior to that date. Under the Program, Aetna will make a charitable contribution of $1 million in ten equal annual installments allocated among up to five charitable organizations recommended by a participating Director once he or she reaches age 72. For Mr. Farah, who joined the Board in 2007, contributions would occur once he reaches age 75. The Program may be funded indirectly by life insurance on the lives of the participating Directors. Messrs. Harrington and Aguirre are not eligible to participate in the Program because they joined the Board after the Program closed to new Directors.

Beneficiary organizations recommended by Directors must be, among other things, tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the

Code). Donations Aetna ultimately makes are expected to be deductible from Aetna s taxable income for purposes of U.S. federal and other income taxes. Directors derive no personal financial or tax benefit from the Program, since all insurance proceeds and charitable deductions accrue solely to Aetna.

The Program values included in footnote 3 to the 2013 Director Compensation table represent an estimate of the present value of the total annual economic net cost of the Program, pre-tax, for current and former Directors, allocated equally among the Directors still participating in the Program. The present value calculation considers estimates of (a) premiums paid on whole life insurance policies purchased with respect to certain of the Directors to fund part of the Program; (b) the expected future charitable contributions to be paid by Aetna on behalf of current and former Directors; (c) expenses associated with administering the Program; and (d) the expected future proceeds from such whole life insurance policies which are, in turn, based on expected mortality, as well as assumptions related to future investment returns of the policies.

Other Benefits

Aetna provides $150,000 of group life insurance and $100,000 of business travel accident insurance (which includes accidental death and dismemberment coverage) for its nonmanagement Directors. Optional medical, dental and long-term care coverage for nonmanagement Directors and their eligible dependents also is available to Directors at a cost similar to that charged to Aetna employees and may be continued into retirement by eligible Directors.

Aetna also reimburses nonmanagement Directors for the out-of-pocket expenses they incur that pertain to Board

membership, including travel expenses incurred in connection with attending Board, Committee and shareholder meetings, and for other Aetna business-related expenses (including the business-related travel expenses of spouses if they are specifically invited to attend an event).

From time to time, Aetna also may transport Directors to and from Board meetings or Directors and their guests to and from other Aetna business functions on Company aircraft.

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2014 Nonmanagement Director Compensation

On September 26, 2013, the Nominating Committee and Cook reviewed a director compensation study prepared by Cook, and on December 6, 2013, the Board voted to approve the Director compensation package for nonmanagement Directors for 2014. The Board set the total value of target compensation for 2014 at approximately $266,664 consisting of stock-based compensation, cash and benefits and excluding the estimated cost of the Charitable Award Program. The annual Board retainer was increased to $85,000. In addition, for 2014, the retainer for the Chair of the Audit Committee was increased from $15,000 to $20,000, and the retainer for each Audit

Committee member was raised from $7,500 to $10,000 in light of the demands of service on this committee. Chair retainers remain at $15,000 for the Compensation Committee, $8,000 for the Investment and Finance Committee, $8,000 for the Medical Affairs Committee and $10,000 for the Nominating Committee. Committee member retainers remain at $4,000 for the Executive Committee, the Investment and Finance Committee and the Medical Affairs Committee; $5,000 for the Nominating Committee; and $7,500 for the Compensation Committee. The annual retainer for the Lead Director also was increased from $15,000 to $25,000.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires our Directors, our executive officers and certain other persons to file reports of holdings and transactions in our Common Stock with the SEC. Based on our records and other information, we believe that during our fiscal year ended December 31, 2013, our Directors and executive officers timely met all applicable SEC filing requirements.

Security Ownership of Certain Beneficial Owners, Directors, Nominees and Executive Officers

The following table presents, as of December 31, 2013, the names of the only persons known to Aetna to be the beneficial owners of more than 5% of the outstanding shares of our Common Stock. The information set forth in the table below and in the related footnotes was furnished by the identified persons to the SEC.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent[(1)]
BlackRock, Inc. 40 East 52nd Street New York, NY 10022	25,181,871[(2)]	6.96%
Capital Research Global Investors 333 South Hope Street Los Angeles, CA 90071	25,043,840[(3)]	6.92%

State Street Corporation State Street Financial Center One Lincoln Street Boston, MA 02111	22,921,932[4]	6.33%
Wellington Management Company, LLP 280 Congress Street Boston, MA 02210	18,741,592[5]	5.18%

(1) Based on the number of outstanding shares of Common Stock at December 31, 2013: 362,005,654.

(2) Of the reported shares of Common Stock, BlackRock, Inc. reports that it has sole voting power with respect to 20,600,809 shares, shared voting power with respect to no shares and sole dispositive power with respect to all 25,181,871 shares.

(3) Capital Research Global Investors (CRGI) reports that it is a division of Capital Research and Management Company. Of the reported shares of Common Stock, CRGI reports that it has sole voting and sole dispositive power with respect to all 25,043,840 shares. CRGI disclaims beneficial ownership of all reported shares of Common Stock.

(4) Of the reported shares of Common Stock, State Street Corporation reports that it has shared voting and shared dispositive power with respect to all 22,921,932 shares. Of the reported shares of Common Stock, 7,438,163 shares are held by State Street Corporation in its capacity as the trustee of the Aetna 401(k) Plan and 2,372 shares are held by State Street Corporation in its capacity as the trustee of the Aetna Affiliate 401(k) Plan.

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I. ELECTION OF DIRECTORS

(5) *Wellington Management Company, LLP (Wellington Management) reports that, in its capacity as investment adviser, it may be deemed to beneficially own 18,741,592 shares of Common Stock which are held of record by clients of Wellington Management. Of the reported shares of Common Stock, Wellington Management reports that it has shared voting power with respect to 9,546,877 shares, shared dispositive power with respect to all 18,741,592 shares, and sole voting and sole dispositive power with respect to no shares.*

Beneficial Ownership Table

The following table presents, as of March 28, 2014, the beneficial ownership of, and other interests in, shares of our Common Stock of each current Director, each Nominee, each executive officer named in the 2013 Summary

Compensation Table on page 47 and Aetna s Directors and executive officers as a group. The information set forth in the table below and in the related footnotes has been furnished by the respective persons.

	Amount and Nature of Beneficial Ownership			
		Percent of	Common	
	Common	Common	Stock	
Name of Beneficial Owner and Position	**Stock**	**Stock**	**Equivalents(9)**	**Total**
Fernando Aguirre (current Director and Nominee)	2,575	*	12,783(10)	15,358
Frank M. Clark (current Director and Nominee)	8,630(1)	*	26,812(10)	35,442
Betsy Z. Cohen (current Director and Nominee)	51,859	*	89,383(10)	141,242
Molly J. Coye, M.D. (current Director and Nominee)	8,700	*	16,904(10)	25,604
Roger N. Farah (current Director and Nominee)	3,000	*	44,483(10)	47,483
Barbara Hackman Franklin (current Director and Nominee)	26,028	*	42,381(10)	68,409
Jeffrey E. Garten (current Director and Nominee)	27,321(2)	*	27,421(10)	54,742
Ellen M. Hancock (current Director and Nominee)	44,852	*	108,149(10)	153,001
Richard J. Harrington (current Director and Nominee)	414	*	39,963(10)	40,377
Edward J. Ludwig (current Director and Nominee)	6,959(2)	*	43,014(10)	49,973
Joseph P. Newhouse (current Director and Nominee)	2,000(2)	*	78,152(10)	80,152
Mark T. Bertolini (Chairman, Chief Executive Officer and President, current Director, Nominee and named executive officer)	1,779,425(3)	*	1,469,525(11)	3,248,950
Joseph M. Zubretsky (named executive officer)	1,051,558(4)	*	320,966(12)	1,372,524
Shawn M. Guertin	42,144(5)	*	148,888(13)	191,032

(named executive officer)				
William J. Casazza	121,111(6)	*	133,008(14)	254,119
(named executive officer)				
Margaret M. McCarthy	82,112(7)	*	214,709(15)	296,821
(named executive officer)				
Karen S. Rohan	14,909	*	215,868(16)	230,777
(named executive officer)				
Kristi Ann Matus	3,181	*	28,516(17)	31,697
(named executive officer)				
Directors and Executive Officers as a group (19 persons)	3,368,378(8)	0.94%	3,172,213(18)	6,540,591

* *Less than 1%*

Unless noted in the following footnotes, each person currently has sole voting and investment powers over the shares set forth in the Beneficial Ownership Table. None of the shares reported are pledged as security.

(1) Includes 7,630 shares held in an irrevocable trust of which Mr. Clark is sole trustee; and 1,000 shares held jointly with Mr. Clark s spouse, as to which Mr. Clark shares voting and investment powers.

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I. ELECTION OF DIRECTORS

(2) All shares held jointly with the Director s spouse with whom the Director shares voting and investment powers.

(3) Includes 1,158,472 shares that Mr. Bertolini has the right to acquire currently or within 60 days of March 28, 2014, upon the exercise of SARs.

(4) Includes 633,795 shares that Mr. Zubretsky has the right to acquire currently or within 60 days of March 28, 2014, upon the exercise of SARs.

(5) Includes 3,000 shares held jointly with Mr. Guertin s spouse, as to which Mr. Guertin shares voting and investment powers, and 605 shares held through the Aetna 401(k) Plan by Mr. Guertin.

(6) Includes 82,841 shares that Mr. Casazza has the right to acquire currently or within 60 days of March 28, 2014, upon the exercise of SARs and 4,367 shares held through the Aetna 401(k) Plan by Mr. Casazza.

(7) Includes 80,469 shares held in a revocable living trust of which Ms. McCarthy is sole trustee; and 1,643 shares held through the Aetna 401(k) Plan by Ms. McCarthy.

(8) Directors and executive officers as a group have sole voting and investment power over 1,409,243 shares, share voting and investment power with respect to 84,027 shares (including 6,784 shares held through the Aetna 401(k) Plan). Also includes 1,875,108 shares that executive officers have the right to acquire currently or within 60 days of March 28, 2014, upon the exercise of SARs. At March 28, 2014, there were no outstanding SARs held by nonmanagement Directors.

(9) Common stock equivalents include unvested stock units, RSUs, Performance Stock Units (PSUs), Market Stock Units (MSUs) and performance stock appreciation rights (PSARs) that do not earn dividend equivalents and have no voting rights. Common stock equivalents also include vested stock units that earn dividend equivalents but do not have voting rights.

(10) Includes stock units issued under the Director Plan and plans of Aetna s predecessors, as applicable. Certain of the stock units are not vested see Stock Unit and Restricted Stock Unit Awards beginning on page 29. Stock units track the value of the Common Stock and vested stock units earn dividend equivalents that may be reinvested, but do not have voting rights. Also includes RSUs granted to each nonmanagement Director under the Director Plan which are unvested, or vested but not yet payable, and are payable in shares of the Common Stock.

(11) Includes 28,647 RSUs that will vest in three annual installments beginning on March 3, 2015, 18,416 RSUs that will vest in two annual installments beginning on February 1, 2015; and 22,327 RSUs that will vest on February 2, 2015. The RSUs do not earn dividend equivalents and have no voting rights. Also includes 35,781 PSUs that will vest on February 1, 2015; 28,156 PSUs, 100,000 PSUs and 41,517 PSUs that may vest on February 1, 2015, January 5, 2016 and March 3, 2017, respectively. Also includes 60,741 MSUs and 129,314 MSUs that may vest on February 2, 2015 and February 1, 2016, respectively, based on the average closing price of the Common Stock for the final 30 trading days of the applicable vesting period. Also includes 700,000 PSARs that may vest in full on August 5, 2016 and 304,626 SARs that are exercisable in three annual installments beginning on March 3, 2015.

(12) Includes 20,506 PSUs that will vest on February 1, 2015; 16,136 PSUs and 21,174 PSUs that may vest on February 1, 2015 and March 3, 2017, respectively. Also includes 33,683 MSUs and 74,107 MSUs that may vest on February 2, 2015 and February 1, 2016, respectively, based on the average closing price of the Common Stock for the final 30 trading days of the applicable vesting period. Also includes 155,360 SARs that are exercisable in three annual installments beginning on March 3, 2015.

(13) *Includes 7,865 PSUs that will vest on February 1, 2015; 6,189 PSUs and 11,210 PSUs that may vest on February 1, 2015 and March 3, 2017, respectively. Also includes 7,486 MSUs, 5,467 MSUs and 28,421 MSUs that may vest on February 2, 2015, March 12, 2015 and February 1, 2016, respectively, based on the average closing price of the Common Stock for the final 30 trading days of the applicable vesting period. Also includes 82,250 SARs that are exercisable in three annual installments beginning on March 3, 2015.*

(14) *Includes 8,258 PSUs that will vest on February 1, 2015; 6,498 PSUs and 8,719 PSUs that may vest on February 1, 2015 and March 3, 2017, respectively. Also includes 15,719 MSUs and 29,842 MSUs that may vest on February 2, 2015, and February 1, 2016, respectively, based on the average closing price of the Common Stock for the final 30 trading days of the applicable vesting period. Also includes 63,972 SARs that are exercisable in three annual installments beginning on March 3, 2015.*

(15) *Includes 38,802 vested deferred stock units that earn dividend equivalents that are reinvested in stock units. Stock units do not have voting rights. Also includes 10,814 PSUs that will vest on February 1, 2015, 8,509 PSUs and 11,625 PSUs that may vest on February 1, 2015 and March 3, 2017, respectively. Also includes 20,584 MSUs and 39,079 MSUs that may vest on February 2, 2015, and February 1, 2016, respectively, based on the average closing price of the Common Stock for the final 30 trading days of the applicable vesting period. Also includes 85,296 SARs that are exercisable in three annual installments beginning on March 3, 2015.*

(16) *Includes 35,804 RSUs that will vest in two annual installments beginning on July 23, 2014. The RSUs do not earn dividend equivalents and have no voting rights. Also includes 13,751 PSUs and 7,472 PSUs that will vest on July 23, 2014 and February 1, 2015, respectively, 5,879 PSUs and 11,418 PSUs that may vest on February 1, 2015 and March 3, 2017, respectively. Also includes 15,467 MSUs, 15,304 MSUs and 27,000 MSUs that may vest on July 23, 2014, July 23, 2015, and February 1, 2016, respectively, based on the average closing price of the Common Stock for the final 30 trading days of the applicable vesting period. Also includes 83,773 SARs that are exercisable in three annual installments beginning on March 3, 2015.*

(17) *Includes 14,248 RSUs that will vest on March 5, 2015. The RSUs do not earn dividend equivalents and have no voting rights. Also includes 4,588 PSUs that will vest on February 1, 2015. Also includes 5,732 MSUs and 3,948 MSUs that may vest on March 5, 2015, and February 1, 2016, respectively, based on the average closing price of the Common Stock for the final 30 trading days of the applicable vesting period.*

(18) *Includes 500,130 stock units issued to Directors; 14,652 unvested RSUs issued to Directors; 14,663 RSUs that are vested but not yet payable issued to Directors; 38,802 vested deferred stock units issued to Ms. McCarthy; and 2,603,966 unvested PSARs, RSUs, MSUs and PSUs issued to executive officers as a group.*

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COMPENSATION DISCUSSION AND ANALYSIS

I. 2013 A Year of Strong Operating Performance and Effective Execution of Our Strategy

A. 2013 Company Performance At-a-Glance

Total shareholder return:	Operating earnings per share:	Dividend increase of	Acquired
50%	$5.85 A 14% increase over 2012	12.5% to: $.90 per share (annualized) Fourth increase to dividend since 2011	Coventry Health Care, Inc., the largest acquisition in our history.

B. 2013 Company Performance and Related Impact on Compensation Decisions

The Company s financial performance in 2013 was strong and continued to reflect the Company s attention to capital deployment, a balanced business mix and effective execution of our strategy. During 2013, the Company delivered:

Strong Shareholder Returns. During 2013, our stock price increased 48.3% from $46.25 on January 2, 2013 to $68.59 on December 31, 2013. On March 28, 2014, our stock closed at $74.10. Our total shareholder return for 2013 was just over 50%, and our three-year cumulative total shareholder return was 134.52%.

Competitors include: Cigna Corporation, Humana Inc., UnitedHealth Group Incorporated and WellPoint, Inc.

Solid Operating Earnings. For 2013, we reported operating earnings per share of $5.85, a 14% increase over 2012. This brings our 3-year operating earnings per share compound annual growth rate to 17%, well ahead of our managed healthcare peers.

Increase to Dividend. On December 6, 2013, the Company announced a 12.5% increase to its quarterly cash dividend from $0.20 per share ($0.80 annualized) to $0.225 per share ($0.90 annualized), reflecting continued confidence in our strategy and our commitment to enhancing total return for our shareholders. This is the fourth increase to our dividend since February 2011.

* Projected. Declaration and payment of future dividends are at the discretion of the Board and may be adjusted as business needs or market conditions change.

Excellent Progress on Strategic Initiatives. Aetna reported excellent progress on several strategic initiatives. Through acquisitions and developing technologies, Aetna has created a unique set of capabilities that permit the Company to capitalize on exciting new consumer and provider opportunities in the marketplace. During 2013, Aetna completed the acquisition of Coventry Health Care, Inc. (Coventry), the largest acquisition in our history. The Coventry acquisition enhances our core businesses, increases our exposure to government programs and creates strong synergy value. We were able to close this transaction earlier than projected, which allowed Aetna to begin the integration process, and we achieved the high end of our 2013 synergy and accretion targets for the acquisition. During 2013, we continued to advance our efforts to shift the fee-for-service-based health care model toward patient-centric population health management and developed a strong strategy and foundation to participate in the public and private insurance exchange marketplace. As part of this strategy, we continued to grow our Accountable Care Solutions business, which differentiates, reduces medical costs and drives membership growth through integrated solutions using our technology assets.

Pre-tax Operating Margin in High Single Digits. Aetna reported a 2013 pre-tax operating margin of 7.9%, consistent with our high single digit target.

Operating earnings per share and pre-tax operating margin are non-GAAP financial measures. Refer to Annex A to this Proxy Statement for a reconciliation of these *and other non-GAAP financial measures to the most directly comparable GAAP measures.*

The Company s executive pay decisions reflect the alignment between executive compensation and Company performance:

Annual Bonus Payments Above Target. Our annual bonus program (the ABP), which is weighted 80% on annual financial metrics, was funded at 107.2% of target.

2012 Long-Term Incentive Equity Programs Vested Above Target. The 2012 PSU program vested at 100.4% in the aggregate based on performance during 2012 and 2013. The 24-month portion of the 2012 MSU program vested at 150% based on attaining the one-year earnings goal and two-year stock price growth surpassing 50%. The remaining 36-month portion of the 2012 MSU grant will vest in 2015.

C. 2013 Say on Pay Vote/Compensation Plan Design Changes

At the 2013 annual meeting, holders of 88.3% of Aetna s shares voted on a non-binding advisory basis to approve the Company s 2013 Named Executive Officer (NEO) compensation, reflecting strong concurrence with the Company s executive compensation program. Despite this solid shareholder vote in favor of our executive compensation programs, the Compensation Committee continues to refine the Company s programs to improve their alignment with the interests of our shareholders and to respond to shareholder feedback. During 2013, with the assistance of its independent compensation consultant, Cook, the Committee reviewed the Company s executive compensation programs. As a result of this review and reflecting conversations the Company has had with certain of its largest shareholders, the Company adopted the following compensation program changes for 2013 and 2014:

2013 Change

Lengthened the performance and vesting periods for MSUs granted under our long-term incentive equity program. For 2013, the MSU portion of the long-term incentive equity program was modified so that the award will vest only if either of the two-year aggregate operating earnings or revenue goals are met or exceeded. Subject to that performance threshold, the award will fully vest 36 months from the grant date, based on the Company s stock price performance over that period up to a maximum of 150% of the units granted. These awards continue to be settled in stock and are subject to a stock ownership requirement and related sales restrictions as described beginning on page 43.

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COMPENSATION DISCUSSION AND ANALYSIS

2014 Changes

Lengthened the vesting period and modified the performance period for PSUs. The Committee determined that the vesting period for PSUs should be lengthened from 24 months to 36 months and that the performance goal should be replaced by a 24-month goal established at the start of the performance period (changed from two one-year goals). This change responds to shareholder requests for a longer-term program, tempered by the continuing uncertainty created by health care reform and the evolving health care benefits marketplace.

Replaced MSUs with SARs for senior executives. For the Company s most senior executives, the Committee decided to replace the MSU portion of the long-term
incentive equity program (70% of the value of the long-term award) with stock appreciation rights (SARs). Because SARs have a 10-year term, this change supports the Company s long-term strategic focus to drive change in the healthcare industry and to create long-term shareholder value.

Updated Health Care Comparison Group. For 2014 pay decisions, the Committee will replace the 2013 Health Care Comparison Group with the Updated Health Care Comparison Group described on page 46 (the Updated Health Care Comparison Group). This revision to the 2013 Health Care Comparison Group was prompted by the acquisition of Coventry and includes healthcare companies that are ..5x to 2x our projected 2014 revenue.

II. Objectives of Our Executive Compensation Program

An understanding of our executive compensation program begins with the program objectives. Although we have made changes to our program in recent years, our objectives remain the same. These include:

Aligning the interests of our executives and shareholders. We seek to align the interests of our executives with those of our shareholders through equity-based compensation that is settled in shares of Aetna Common Stock and executive share ownership requirements.

Linking rewards to performance. We seek to implement a pay-for-performance philosophy by tying a significant portion of our executives compensation to their achievement of financial and other goals that are
linked to the Company s business strategy and each executive s contributions towards the achievement of those goals.

Offering competitive compensation. We seek to offer an executive compensation program that is competitive and that helps us attract, motivate and retain top performing executives in the highly competitive global market for health care talent.

We continue to believe that a significant portion of executive compensation should be variable and based on defined performance goals and/or stock price change (i.e., at risk). Our program meets this goal by delivering compensation in the form of equity and other performance-based awards.

The chart below shows the 2013 mix of target compensation opportunity for Mr. Bertolini and for the other Named Executive Officers as a group.

III. Summary of 2013 Chief Executive Officer Compensation Decisions

MR. BERTOLINI S COMPENSATION

	2012	2013
Salary	$ 1,000,000	$ 1,000,000
Annual Bonus(1)		
Target = 300% of Salary	74.4% of target	115% of target
Cash Delivered	$ 892,800	$ 1,380,000
Equity Delivered	$ 1,339,200	$ 2,070,000
Long-term Incentive Opportunity	$ 8,125,387(2)	$ 9,100,014(3)
Special One-time Performance-based Retention Award	N/A	$ 17,607,320(4)

(1) *Bonus amount was paid 40% in cash and 60% in RSUs. The RSUs for performance year 2013 were granted on March 3, 2014 and will vest over a 36-month period (one-third per year). Due to Securities and Exchange Commission reporting rules for equity awards, the RSUs granted in 2013 for performance year 2012 are reported in the Summary Compensation Table on page 47, and the RSUs granted in 2014 for performance year 2013 will be reported in Aetna s 2015 Proxy Statement.*

(2) *Reflects the grant date fair value of MSUs ($5,690,871) and PSUs ($2,434,516) granted on February 2, 2012.*

(3) *Reflects the grant date fair value of MSUs ($6,370,008) and PSUs ($2,730,006) granted on February 1, 2013.*

(4) *Reflects the grant date fair value of performance-based SARs ($11,182,320) and performance stock units ($6,425,000) discussed on page 38.*

Below is a summary of the Compensation Committee s compensation decisions for Mr. Bertolini:

2013 Compensation Opportunity (excluding the special one-time performance-based retention award)

Mr. Bertolini s 2013 total direct compensation opportunity ($13.1 million at target) was established at approximately the 50th percentile of the comparison groups we use to assess our compensation. (The 2013 Health Care Comparison Group and the 2013 Cross-Industry Comparison Group are listed on page 46. Together, these groups are referred to as the Comparison Group(s)). For this purpose, the special one-time performance-based retention award discussed below was not considered.

Within the total direct compensation opportunity, Mr. Bertolini s 2013 annual bonus target was set at 300% of his annual base salary. Of this amount, 60% was paid in RSUs which are tied directly to the value of Aetna shares and which will vest over three years. The Compensation Committee recognizes that Mr. Bertolini s annual bonus opportunity is high compared to the annual bonus target of his peers in the Comparison Groups when viewed in isolation. However, when this bonus opportunity was first established on his appointment as CEO, there was a corresponding reduction to Mr. Bertolini s annual long-term incentive equity grant value to keep his total compensation opportunity at the levels noted above. This change in mix of pay opportunity was made to more directly align Mr. Bertolini s total direct compensation opportunity with the Company s annual financial performance, while continuing the focus on creation of long-term shareholder value and retention.

Mr. Bertolini s 2013 long-term incentive opportunity was set at $9.1 million. As described more fully on this page, this grant was delivered 70% in MSUs ($6.37 million) and 30% in PSUs ($2.73 million). The MSUs and PSUs granted in 2013 are described on page 42 and will vest during 2016 and 2015, respectively, subject to Mr. Bertolini s continued employment and Company performance.

Compensation Decisions for 2013

Base Salary. Mr. Bertolini s salary was not adjusted in 2013. His annual base salary is at the 25th percentile of the CEOs of the 2013 Health Care Comparison Group.

Annual Bonus. Mr. Bertolini s annual bonus for 2013 was determined primarily on the basis of Company s strong financial performance against the ABP goals described in detail beginning on page 40 and paid out at 115% of target. The Committee and Board considered that in 2013 the Company s total return to shareholders was 50% and that the Company s three-year cumulative total shareholder return was 134.5%. The Compensation Committee and the Board also conducted a subjective review of Mr. Bertolini s individual qualitative performance. The individual qualitative performance factors considered consisted primarily of execution of strategy (including innovation and the continuing transformation of the Company s business model), results of business operations (including the closing of the Coventry acquisition and related integration; delivery of Coventry synergy targets for 2013; growth of the Commercial and Government businesses; and development of consumer focused platforms), and leadership. Mr. Bertolini continues to be a recognized thought leader who serves as a positive and constructive influence on the implementation of health care reform and the related transformation of the health care system. Mr. Bertolini has built effective relationships with investors, thought leaders and other constituents across the healthcare industry. In 2013, he was again recognized as one of the top 10 most influential persons in health care. Mr. Bertolini has built a strong leadership team who, under his direction, are driving the business and executing the Company s

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strategy, while focusing on the Company s long-term success. The annual bonus for 2013 was paid 40% in cash and 60% in a grant of RSUs that will vest over a 36-month period.

Long-Term Incentive Awards. The Compensation Committee determined that the performance target set for the first performance period of the PSUs granted in 2013 had been met.

Special One-time Performance-based Retention Award.

In August 2013, the Committee approved a special one-time performance-based retention award for Mr. Bertolini, consisting of PSUs and PSARs (together, the Performance-based Retention Award). The Performance-based Retention Award was designed to recognize Mr. Bertolini s outstanding performance since his appointment as the Company s CEO in November 2010 and to further incent him to achieve sustained superior performance.

The Performance-based Retention Award includes significant performance hurdles that must be met in order for Mr. Bertolini to receive any value from the award. It was designed to help ensure Mr. Bertolini s continued employment for a minimum of three years as the Company enters a period of unprecedented industry change and aggressive Company goals. Achieving these goals will be critical to the Company s long-term success. During this period, among other initiatives, the Company must successfully execute on the integration of its Coventry acquisition and navigate through the historic changes of health care reform. The Board and the Committee believe Mr. Bertolini possesses the unique combination of leadership qualities and industry experience to transform Aetna and, through his thought leadership, help create a more effective health care system. Accordingly, the Performance-based Retention Award was structured to retain Mr. Bertolini and incent him to lead the Company to the achievement of the carefully calibrated goals described below.

The PSU portion of the Award represents the opportunity to earn 50,000 of the Company s common shares at the threshold performance level, 100,000 common shares at the target performance level, and a maximum opportunity to earn 150,000 common shares. The performance metric for the PSUs measures Company performance relative to a stretch cumulative three year pre-tax operating income performance goal that excludes net investment income. Attaining the target performance goal would likely result in the Company significantly exceeding the low double digit long-term average operating earnings per share growth goal that the Company has publicly disclosed. The performance period for these PSUs is the three-year period January 1, 2013 through December 31, 2015. If Company performance is below the threshold level at the end of the performance period, the PSUs will be forfeited and will not vest. The payment, if any, on these PSUs will be deferred to an unfunded deferred stock unit account which will not be paid to Mr. Bertolini until 6 months following his termination of employment with the Company.

The PSAR portion of the Performance-based Retention Award represents the opportunity to vest in 400,000 PSARs at the threshold performance level, 600,000 PSARs at the target performance level, with a maximum opportunity to vest in 700,000 PSARs (in each case with an exercise price for the PSARs equal to $64.25, the closing price of Aetna common shares on August 5, 2013, the grant effective date). The performance metric for the PSARs measures the Company s total shareholder return relative to the Updated Health Care Comparison Group outlined on page 46. Threshold level of vesting for the PSARs will occur only if the Company achieves total shareholder return above the median total shareholder return of the peer group during the three-year performance period. The target and maximum level of vesting require performance at the 87.5 percentile and top of the ranked peer group performance, respectively. The performance period for the PSARs is the three-year period from August 5, 2013 to August 5, 2016. If the standard for threshold performance is not met at the end of the performance period, the PSARs will be forfeited and will not vest. The Compensation Committee believes the PSARs relative performance vesting schedule to be robust. Except for specified events noted on page 39, the Award will fully vest, if at all, only if Mr. Bertolini remains continuously employed with the Company throughout the applicable three-year performance period.

The chart below shows the vesting schedule for the PSARs:

Aetna TSR Ranking Relative to Updated Health Care Comparison Group	Units That Will Vest Based on Aetna s Rank Relative to Updated Health Care Comparison Group
1	700,000
2	600,000
3	500,000
4	400,000
5	0
6	0
7	0
8	0

The Company would have ranked third relative to this group of peers based on the three-year period immediately prior to the grant date, which would have resulted in a below target vesting level.

IV. 2013 Compensation Policies

What are the elements of the Company s executive compensation program?

The 2013 compensation program for our Named Executive Officers consisted of the following components:

Component	Description	Purpose
Base Salary	Fixed cash compensation based on the executive s past and potential future performance, scope of responsibilities, experience and competitive market pay practices.	Provide a fixed, baseline level of compensation that is not contingent upon Company performance.
Performance-Based Annual Bonus	Cash payment tied to meeting annual performance goals set for the fiscal year that are tied to the Company s annual business plan and individual performance.	Motivate executives to achieve superior annual financial and operational performance.
Long-Term Equity Incentives:[1]		
MSUs	Performance-based stock units earned based on the achievement of two factors. The first factor is a two-year performance goal. The second factor is stock price change over a 36-month period. If the performance goal is met, the MSUs granted in 2013 will vest in a single installment at the end of a 36-month period based on stock price change over the same period as described on page 42.	Align compensation with changes in Aetna s stock price and shareholder return experience.
PSUs[2]	Performance-based stock units which pay out, if at all, based on the Company s performance against separate year one (50%) and year two (50%) financial goals. If the goals are met, the PSUs granted in 2013 will vest in a single installment at the end of a 24-month vesting period as described on page 42.	Align achievement of specific internal financial performance objectives with the creation of shareholder value, increase executive stock ownership and provide retention incentives.
RSUs	Time-vested stock units that vest over the time period set at grant, typically 36 months.	Align compensation with changes in Aetna s stock price and the creation of shareholder value, and strengthen retention.
PSARs	Stock appreciation rights that vest, if at all, based on total shareholder return (stock price and dividends) relative to industry peers over a three year period.	Align compensation with changes in Aetna s stock price, creation of shareholder value, and performance relative to established peer group.

The Company also provides health, welfare and retirement benefits to its executives and other employees generally.

How are the total cash and equity compensation amounts determined?

Our compensation program is generally designed to set total cash and equity compensation opportunity (considered as base salary, performance-based annual bonus and long-term incentive equity awards) for senior executives at an amount that is competitively reasonable and appropriate for our business needs and circumstances. For the Named Executive Officers, the Compensation Committee reviews the cash and equity compensation opportunities available to similarly positioned executives of companies in the Comparison Groups. The Compensation Committee also reviews third-party compensation surveys. The companies that make up each Comparison Group and the reasons they were selected are listed on page 46. The third-party compensation surveys are purchased from outside compensation vendors selected by our human

resources department, and the data provided by the vendors is reviewed by the Committee s independent compensation consultant. The data presented to the Compensation Committee includes a regression analysis (market compensation data adjusted to account for company size based on revenue) where available. The compensation of our Named Executive Officers is compared across the Named Executive Officer group and with the compensation of other senior executives of the Company for internal pay relativity purposes. The Compensation Committee, however, has not established a specific pay relativity percentage.

Our compensation program is generally designed to deliver above-median total compensation for above median performance and below-median total compensation for below-median performance. For executives with compensation opportunities that are more highly variable,

1 All awards are settled in stock and are subject to stock ownership requirements.

2 As described on page 38, the PSUs granted in connection with the Performance-based Retention Award for Mr. Bertolini will pay out, if at all, at the end of 36-months if the Company meets a 3-year pre-tax operating income performance goal that excludes net investment income.

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including the Named Executive Officers, total cash and equity compensation opportunity may be above the median, but at risk amounts are paid only if performance goals are achieved or exceeded. In addition, the value of the equity awards is directly subject to stock price change. In setting total compensation opportunity, the Compensation Committee does not, on a formulaic basis, set target compensation opportunity at the precise median of the Comparison Groups. Instead, the Compensation Committee uses Comparison Group information as a reference point to make what is ultimately a subjective decision that balances (i) a competitive level of compensation for a position; (ii) executive experience and scope of responsibility; (iii) individual performance; (iv) percent of pay at risk ; and (v) retention. There is no pre-defined formula that determines which of these factors is more or less important, and the emphasis placed on a specific factor may vary among executive officers and will reflect market conditions and business needs at the time the pay decision is made.

How are base salaries for executive officers determined?

In making annual base salary determinations, the Compensation Committee considers:

- the terms of any employment agreement with the executive;
- the recommendations of our CEO (as to executives other than himself);
- salary paid to persons in comparable positions in the Comparison Groups;
- the executive s experience and scope of responsibility; and
- a subjective assessment of the executive s individual past and potential future contribution to Company results.

Base salary, as a percent of total compensation, also differs based on the executive s position and function. Although the Compensation Committee has not established a specific ratio of base salary to total compensation, in general, executives with the highest level and broadest scope of responsibility have the lowest percentage of their compensation fixed as salary and have the highest percentage of their compensation subject to performance-

based standards (performance-based annual bonus and long-term incentives).

Ms. Rohan and Mr. Zubretsky received salary increases in 2013 of 12.5% and 3.7%, respectively. These amounts reflect the changes in their roles as we reorganized in anticipation of the closing of the Coventry acquisition. These increases became effective on April 8, 2013. Effective February 25, 2013, Mr. Guertin s salary was increased from $515,000 to $700,000 in connection with his appointment as the Company s Chief Financial Officer and Chief Enterprise Risk Officer. Messrs. Bertolini and Casazza, Ms. McCarthy and Ms. Matus did not receive an increase for 2013 as their base salary levels were deemed appropriate in the context of their total direct compensation.

How are annual performance-based bonuses determined?

Except for a portion of Mr. Bertolini s bonus (described beginning on page 37), 2013 annual bonuses were paid in cash. All executive officers and managers are eligible to participate in the ABP. The Compensation Committee, after consulting with the Board, establishes specific financial and operational goals at the beginning of each performance year. Annual bonus funding is linked directly to the achievement of these annual goals. Following the completion of the performance year, the Compensation Committee assesses performance against the pre-established performance goals to determine bonus funding for the year. The ABP goals, described in more detail below, are directly derived from our strategic and business operating plan approved by the Board. These goals, which measure annual results, were selected to balance the delivery of financial results with the achievement of internal and external constituent goals. The Company believes it is important to consider these non-financial constituent goals, which have a 20% ABP weighting, because they help keep a focus on our longer-term success and the quality of our brand and reputation, rather than purely annual financial results.

Under the ABP, if all of the goals are met at the target level in the aggregate, then up to 100% of the target bonus pool is funded. If the goals are exceeded in the aggregate, by a sufficient margin, then up to a maximum of 200% of the target bonus pool is funded. At the threshold performance level, 25% of the target bonus pool is funded.

For 2013, bonus pool funding under the ABP was determined as set forth below:

Weight	Measure	Threshold	Target	Maximum	Actual Performance	Performance Level	Weighted Points
80%	Financial Performance						
50%	Adjusted operating earnings per share(1)	$ 5.13	$ 5.61	$ 6.12	$ 5.77	>target	63.3
10%	Adjusted Revenue(2)	$ 45,301	$ 47,729	$ 49,658	$ 46,281	<target	6.9
10%	Risk Underwriting Margin(3)	$ 6,156	$ 6,983	$ 7,587	$ 6,645	<target	7.9
10%	G&A as a % of Revenue(4)	15.19%	14.19%	13.18%	14.5%	<target	7.2
20%	Constituent Index Performance						
8%	Member(5)	87.5%	100%	109%	107.5%	>target	10.6
4%	External(6)	79%	100%	121%	100%	=target	4.0
8%	Internal(7)	92%	100%	110%	99%	<target	7.3
Total							107.2

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(1) *Adjusted operating earnings per share is a non-GAAP financial measure used in connection with the ABP. Refer to Annex A to this Proxy Statement for a reconciliation of adjusted operating earnings per share to the most directly comparable GAAP measure. Adjusted operating earnings per share excludes from net income attributable to Aetna (a) net realized capital gains; (b) other items, if any, that neither relate to the ordinary course of our business nor reflect our underlying business performance; and (c) the financing component of our pension and other postretirement benefit plan expense. These adjustments are established when the target is set at the start of the year.*

(2) *Adjusted revenue is a non-GAAP financial measure used in connection with the ABP. Refer to Annex A to this Proxy Statement for a reconciliation of adjusted revenue to the most directly comparable GAAP measure. Adjusted revenue excludes from total revenue (a) net realized capital gains; (b) net investment income; and (c) other items, if any, that neither relate to the ordinary course of our business nor reflect our underlying business performance. These adjustments are established when the target is set at the start of the year.*

(3) *Risk underwriting margin is a non-GAAP financial measure used in connection with the ABP. Refer to Annex A to this Proxy Statement for a reconciliation of risk underwriting margin to the most directly comparable GAAP measure. Risk underwriting margin is calculated by subtracting health care costs and current and future benefits from total premiums. Other items, if any, that neither relate to the ordinary course of our business nor reflect our underlying business performance also are excluded from the calculation of risk underwriting margin. These adjustments are established when the target is set at the start of the year.*

(4) *General and administrative expenses (G&A) as a percentage of revenue is a non-GAAP financial measure used in connection with the ABP. Refer to Annex A to this Proxy Statement for a reconciliation of G&A as a percentage of revenue to the most directly comparable GAAP measure. G&A as a percentage of revenue is calculated by dividing total operating expenses, excluding incentive compensation expense, selling expense and other items, if any, that neither relate to the ordinary course of our business nor reflect our underlying business performance, by operating revenue. These adjustments are established when the target is set at the start of the year.*

(5) *This goal measures member health quality and satisfaction determined through external national and regional benchmarks (HEDIS and Quality Compass results) and a Company-sponsored survey of consumer perceptions across the industry.*

(6) *This goal measures external constituent satisfaction determined through a Company-sponsored survey of plan sponsors, healthcare providers and brokers.*

(7) *This goal measures employee engagement determined through responses to the Company s all-employee survey as well as performance against diversity initiatives for employees and supplier groups.*

After applying the weightings noted above, the Compensation Committee set the Company-wide 2013 ABP bonus pool funding at 107.2% of target. Within this pool funding, the Compensation Committee set actual bonus amounts after conducting a subjective review of each Named Executive Officer s individual performance for the year against the business unit and qualitative performance goals established at the start of the year and considering the recommendations of Mr. Bertolini (as to executives other than himself). In determining the annual bonus for Mr. Bertolini, the Compensation Committee consulted with the non-management members of the Board. The factors considered in determining individual bonus amounts for the

Named Executive Officers are set forth below. Certain Named Executive Officers received bonus payments above the target funding level. These payments were made primarily to recognize efforts over the prior two years to negotiate, close and integrate the Coventry acquisition, the largest acquisition in our Company s history. The acquisition was closed earlier than projected, and we achieved the high end of our 2013 targets for both synergy and earnings accretion. This acquisition significantly improves our marketplace position in both commercial and government products. The Committee believed it important to recognize the extraordinary efforts of the executives who contributed most to the success of this acquisition.

Named Executive Officer	2013 Annual Bonus Target as a Percent of Base Salary	2013 Actual Bonus as a Percent of Target	Individual Discretionary Factors
Mr. Bertolini	300%(1)	115%	Described on pages 37-38.
Mr. Casazza	80%	178%	Leading regulatory efforts to close the Coventry acquisition earlier than projected with minimal divestitures. Effective deployment of high-quality cost-effective legal services. Litigation management (including litigation recoveries of approximately $100 million). Successful implementation of health care reform and related business opportunities from legal/compliance perspective.
Mr. Guertin	98%	149%	Leading efforts to close Coventry acquisition earlier than projected, achieving synergies in excess of targets and positioning the Company for further growth. Successful transition to CFO role creating strong relationships with investors. Successful delivery of 2013 operating plan with earnings per share ahead of projections.
Ms. McCarthy	90%	106%	Business unit operating results substantially ahead of projections. Successful delivery of technology initiatives. Executing Coventry IT platform migration strategy.
Ms. Rohan	95%	133%	Leading successful integration of Coventry acquisition, exceeding synergy targets for 2013. Expanded leadership role over new local and regional business model. Leading implementation of public exchanges under Affordable Care Act. Driving realignment of the local and regional business units.
Mr. Zubretsky	109%	135%	Leading efforts to close the Coventry acquisition earlier than projected, achieving 2013 synergy targets for business units managed. Business unit operating results substantially ahead of projections. Execution of long-term strategy for National Businesses, including care delivery transformation, consumer empowerment and Healthagen next generation platforms.

(1) *Bonus was paid 40% in cash and 60% in RSUs that vest over 36 months as described on pages 37-38.*

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How are long-term incentive equity awards (MSUs and PSUs) determined?

The Company s 2013 long-term incentive equity award program was delivered in the form of MSUs (70%) and PSUs (30%). The objective of the MSU and PSU awards is to advance the longer-term interests of the Company and our shareholders by directly aligning executive compensation with increases in our stock price and providing incentives for executives to meet the specified MSU and PSU performance goals. These awards complement cash incentives tied to annual performance as they motivate executives to increase earnings and shareholder value over time.

As described above, individual long-term equity awards (MSUs and PSUs) are set so that, in general, when combined with base salary and annual bonus, an executive s total target compensation opportunity approximates the compensation paid to similarly positioned executives at companies in the executive s Comparison Groups. In 2013, the theoretical value of the long-term incentive equity awards was delivered 70% in MSUs and 30% in PSUs. This split aligns the majority (70%) of the long-term incentive value directly with shareholder interest in increasing our stock price; the value of the award declines if the stock price declines. The remaining 30% of the long-term incentive value is also tied to the value of our stock and the attainment of specific financial operating goals. The MSUs granted in 2013 to the Named Executive Officers vest over a 36-month period only if the two-year performance goal set at the time of grant is met. The PSUs granted in 2013 vest over a two-year period based on the Company s attainment of two separate one-year performance goals. The MSU and PSU awards are settled in Common Stock, net of applicable withholding taxes, in order to reduce shareholder dilution resulting from the awards. The Company currently does not pay dividend equivalents on MSUs, PSUs or any unvested RSUs.

What is the MSU performance goal?

Market Stock Units granted in 2013 were designed to vest based on two factors. The first factor requires that the Company achieve a two-year adjusted operating earnings goal of at least $2.94 billion and/or the sum of the Company s fiscal 2013 and 2014 consolidated revenues must exceed $71.88 billion. The second factor is the change in Aetna s stock price between the date of grant and the final 30 trading days of the applicable vesting period. The MSUs granted in 2013 will vest 36 months from the date of grant if either of the performance goals are achieved. The number of MSUs that vest is formulaically determined based on the percentage change in the price of the Common Stock over the 36-month vesting period up to a maximum of 150% of the units granted if the Common Stock price increases 50% from the closing price on the date of the grant. If the stock price declines, both the value and number of units that are eligible to vest will be reduced.

The average closing stock price for the final 30 days of trading of the applicable vesting period will not be known until 2016.

What is the PSU performance goal?

Fifty percent of the PSUs granted in 2013 were designed to vest at 100% if the Company attained a 2013 adjusted operating earnings per share goal of $5.61 per share. The remaining fifty percent of the 2013 PSUs were designed to vest at 100% if the Company attains its 2014 adjusted operating earnings per share goal of $6.38. At maximum performance, the PSUs vest at 200% of the units granted. These goals were selected because, at the time they were established, they represented the Company s adjusted operating earnings per share goals for each of the vesting periods. The PSU performance measurement period is a two-year period, with final vesting to occur at the end of the 24 months if each of the performance goals is achieved.

Why did the Company change the MSU program for 2013?

The Compensation Committee modified the MSUs granted in 2013 from the 2012 design to continue to lengthen the performance and vesting periods. The Compensation Committee had shortened the performance period for the 2010 and 2011 long-term incentive equity programs due to the extraordinary uncertainty surrounding health care reform, the economy and the related impact on the Company s business. While uncertainty concerning the economy and health care reform remains, the Compensation Committee decided to transition to a longer period over which Company performance is measured and to lengthen the vesting period for MSUs to increase retention.

Does the Compensation Committee consider prior equity grants when making compensation decisions?

In making individual long-term incentive equity award decisions, the Compensation Committee does not specifically take into account prior equity grants or amounts realized on the exercise or vesting of prior equity grants in determining the equity value to be granted. The Company s philosophy is to pay an annualized market value for the executive s position, sized according to the performance level of the individual in the position. The Compensation Committee does, however, consider prior equity grants to executives in evaluating the overall design, timing and size of the long-term incentive equity program. In addition, in assessing the recruitment/retention risk for executives, the Compensation Committee considers the value of unvested equity awards.

What is the Company s policy on the grant date of equity awards?

As was the case with equity awards granted in prior years, the effective date of the annual long-term incentive equity grant in 2013 was the stock market trading day after our annual earnings were announced, and the grant price of any annual award is the closing price of our Common Stock on that day. Our annual earnings were announced prior to the opening of trading on the NYSE. The Compensation Committee selected this timing so that the award value reflected the current market value of our Common Stock, incorporating our most recent full-year earnings information and outlook. For 2014, awards were made on March 3, 2014.

The Compensation Committee also makes grants during the year, primarily in connection with hiring and promotions. Under our policy, off-cycle grants made in connection with hiring are effective on the date of hire or the 10th day of the month following the date of hire. Grants made in connection with promotions are generally effective on the date of the promotion.

What are the health, welfare and pension benefits offered?

To attract and retain employees at all levels, we offer a subsidized health and welfare benefits program that includes medical, dental, life, accident, disability, vacation and severance benefits. Our subsidy for employee health benefits is graduated so that executives pay a higher contribution than more moderately paid employees.

The Company makes a tax-qualified 401(k) plan available to substantially all of our U.S.-based employees, including the Named Executive Officers. We also offer a Supplemental 401(k) Plan to provide benefits above Code contribution limits. There is no Aetna matching contribution under the Supplemental 401(k) Plan. The Pension Plan was frozen as of December 31, 2010, and the Company s Supplemental Pension Plan was frozen in January 2007. Interest continues to accrue on outstanding pension cash balance accruals.

Does the Company have an Employee Stock Purchase Plan?

Our tax-qualified employee stock purchase plan is available to substantially all employees, including the Named Executive Officers. This program allows our employees to buy our Common Stock at a 5% discount to the market price on the purchase date (up to a maximum of $25,000 per year). We offer this program because we believe it is important for all employees to focus on increasing the value of our Common Stock and to have an opportunity to share in our success.

Does the Company provide other compensation to its Named Executive Officers?

The Company provides only limited other compensation to the Named Executive Officers (see the All Other Compensation table in footnote 9 to the 2013 Summary Compensation Table on page 49). In the interest of security, with certain exceptions, the Company requires that the CEO use corporate aircraft for personal travel whenever use of the aircraft is not required for a business purpose. Other senior executives are also permitted to use corporate

aircraft for personal travel at the discretion of the CEO. The Compensation Committee believes this practice is reasonable and appropriate given security concerns, efficiency of travel and the demands put on our Named Executive Officers time. A financial planning reimbursement, not to exceed $10,000, is provided to Named Executive Officers to assure sound financial planning, tax compliance and to provide more time for the executive to focus on the needs of our business. The Company does not provide any tax gross-ups related to other compensation, including perquisites (other than in connection with relocation benefits provided in connection with an executive s relocation of residence on behalf of the Company).

What is the Company s policy on Internal Revenue Code Section 162(m)?

Prior to 2013, Section 162(m) of the Code limited the tax deductibility of compensation in excess of $1 million paid to certain executive officers, unless the payments were made under plans that satisfy the technical requirements of the Code. It has been Company policy to maximize the tax-deductibility of payments as performance-based compensation under Section 162(m) to the extent practicable. Annual bonuses, MSUs and PSUs were designed so that the compensation paid would be tax deductible by the Company. As part of the new federal health care legislation enacted in 2010, Section 162(m) was revised with respect to compensation paid by health insurance companies, including the Company. Starting in 2013, an annual deduction limit of $500,000 per person applies to the compensation we pay to any of our employees and certain service providers. This tax deduction limitation applies to compensation earned after 2009, if paid after 2012. The tax deduction limitation applies whether or not the compensation is performance-based or is provided pursuant to a shareholder-approved plan. As a result, in connection with the administration of the ABP and other programs, the Company has suspended the application of the technical requirements needed to qualify compensation as performance-based under Section 162(m), although annual bonus and other programs continue to have performance-based elements.

Do executives have to meet stock ownership requirements?

The CEO and other senior executives are subject to minimum stock ownership requirements. The ownership requirements are based on the executive s pay opportunity and position within the Company. The ownership levels (which include shares owned and vested stock units but not stock options, SARs, PSARs or unvested MSUs or PSUs) are as follows:

STOCK OWNERSHIP AS A MULTIPLE OF BASE SALARY

Position	Multiple of Salary
Chief Executive Officer	5x
Other Named Executive Officers	3x
Other Executives	.5x to 1.75x

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Executives who do not meet their individual ownership requirement at the time an equity award vests or is exercised are required to retain up to 35% of the after-tax equity payout in shares of Common Stock until their ownership requirement is met. These shares are required to be held until the executive terminates employment with the Company. This policy applies to equity awards granted in 2010 and later and is intended to further align the interests of our executives with the interests of our shareholders.

Does the Company have a policy on hedging or pledging Company stock?

The Company s Code of Conduct prohibits all employees (including executives) and Directors from engaging in hedging strategies using puts, calls or other types of derivative securities based upon the value of our Common

Stock. No Directors or Named Executive Officers entered into a pledge of Common Stock in 2013.

Why do the amounts of severance paid following termination of employment differ among the Named Executive Officers?

The narrative and tables beginning on page 57 outline the potential payments that would be made to the Named Executive Officers following their termination of employment under various scenarios. The difference in treatment among the Named Executive Officers is due to the dynamics of negotiation at the time the executive was hired (or promoted), the executive s position in the Company, market practices and Company policies in effect at the time of entry into an executive s agreement with the Company.

V. Governance Policies

GOVERNANCE HIGHLIGHTS

The Company seeks to maintain best practice standards with respect to the oversight of executive compensation. The following policies and practices were in effect during 2013:

- ü **Compensation Committee composed solely of independent directors;**
- ü **use of an independent compensation consultant retained directly by the Compensation Committee who performs no consulting or other services for management of the Company;**
- ü **an annual review and approval of our executive compensation strategy by the Compensation Committee, including a review of our compensation-related risk;**
- ü **robust stock ownership requirements for our executive officers;**
- ü **a policy prohibiting all employees, including the Named Executive Officers, from engaging in hedging transactions with respect to equity securities of the Company;**
- ü **a compensation clawback policy that permits the Company to recoup performance-based compensation if the Board determines that a senior executive has engaged in fraud or misconduct;**

- ü **no tax gross-up benefits upon a change-in-control in new employment contracts and elimination of that provision from our Chairman and CEO s employment agreement; and**
- ü **limited perquisites and other personal benefits (and no tax gross-ups on perquisites and personal benefits, other than in connection with relocation benefits provided in connection with an executive s relocation of residence on behalf of the Company).**

Many of these policies are described more fully below.

Does the Compensation Committee use an independent compensation consultant?

During 2013, the Compensation Committee engaged Cook to provide independent compensation consulting services to the Compensation Committee. Effective December 2013, the Committee engaged Meridian Compensation Partners, LLC (Meridian) to replace Cook and to provide independent compensation consulting services to the Compensation Committee. The role of the independent compensation

consultant is to ensure that the Compensation Committee has objective information needed to make informed decisions in the best interests of shareholders based on compensation trends and practices in public companies. During the past year, the Compensation Committee requested Cook to: (i) assist in the development of agendas and materials for Compensation Committee meetings; (ii) provide market data and alternatives to consider for making compensation decisions for the CEO and other executive officers; (iii) assist in the design of the Company s long-term compensation program; and (iv) keep the Compensation Committee and the Board abreast of changes in the executive compensation environment. Cook also advised the Nominating Committee regarding Director compensation. Meridian will provide these services to the Nominating Committee in 2014. In accordance with Compensation Committee policy, the Company does not engage its independent compensation consultant for any services other than in support of these two Committees. Neither Cook nor Meridian had a relationship with any member of the Compensation Committee or any Executive Officer of the Company. The Compensation Committee has the sole authority to determine the compensation for and to terminate the services of the independent compensation consultant. The Compensation Committee has reviewed the independence of each of the independent compensation consultants pursuant to applicable independence rules and determined that their work does not raise any conflicts of interest.

What is the role of the CEO and the Board of Directors in determining compensation?

The CEO personally reviews and reports to the Compensation Committee on the performance of select senior executives (including all of the Named Executive Officers other than himself) and provides specific compensation recommendations to the Compensation Committee. The Compensation Committee considers this information in making compensation decisions for these executives, but the Compensation Committee does not delegate its decision-making authority to the CEO. The CEO also provides to the Compensation Committee a self-evaluation. The CEO does not, however, present a recommendation for his own compensation. Prior to making any decisions regarding CEO compensation, the Compensation Committee consults with the non-management Directors and receives input from its independent compensation consultant. After discussing proposed compensation decisions for the CEO with the non-management Directors, the Compensation Committee determines the CEO s compensation. The CEO is not present when his performance or compensation is evaluated and determined, unless invited by the Compensation Committee.

Does the Compensation Committee review tally sheets?

In setting executive officer compensation, the Compensation Committee reviews tally sheets prepared for each executive officer. The tally sheets provide information that is in addition to the information shown in the 2013 Summary Compensation Table. The tally sheets show not only current year compensation, but also historical equity gains and the in-the-money value of outstanding equity awards (vested and unvested). The tally sheets also show amounts that would be paid under various termination of employment scenarios. While compensation decisions are based on competitive market pay data and individual performance, the Compensation Committee uses the tally sheets as a reference point and as a basis for comparing

program participation across the executive group. In particular, the Compensation Committee uses the tally sheets to understand the effect compensation decisions have on various possible termination of employment scenarios. During 2013, the information in the tally sheets was consistent with the Compensation Committee s expectations and, therefore, the tally sheets did not have an effect on individual compensation decisions.

Does the Compensation Committee review risk associated with the Company s compensation policies and practices?

Annually, as part of its compensation review process, the Compensation Committee requests the Company s chief enterprise risk officer to oversee a review of the Company s compensation policies for executives and other employees to determine whether those programs create risks that, individually or in the aggregate, are reasonably likely to have a material adverse effect on the Company. As part of this risk review process in 2013, the chief enterprise risk officer, assisted by human resources personnel, inventoried Company compensation programs and established a financial framework, consistent with other enterprise risk management protocols, to identify compensation policies or practices that could have a material adverse effect on the Company. This review included the structure and material features of each program, the behaviors the programs are intended to reward, as well as program features or Company policies that operate to mitigate risk. After conducting the review and assessing potential risks, the Company determined, and the Compensation Committee concurred, that the design of each incentive program contains sufficient design features, controls, limits and/or financial requirements so that the program does not create risks that are reasonably likely to have a material adverse effect on the Company.

Although a significant portion of the Company s executive compensation is performance-based, we do not believe that our programs encourage excessive or unnecessary risk-taking. Overall, our compensation mix, including the use of equity and other long-term incentives, is generally consistent with competitive market practice. While risk is a necessary part of growing a business, our executive compensation program attempts to mitigate risk and align the Company s compensation policies with the long-term interests of the Company by selecting performance goals that are directly aligned with the Company s strategic plan, balancing annual and longer-term incentives, using multiple performance measures (including financial and non-financial measures) and applying program caps. Other risk mitigation features include the Company s executive stock ownership requirement and the Company s clawback policy which are described beginning on page 43 and below, respectively.

Does the Company have a clawback/recoupment policy?

Several years ago, the Company adopted a policy regarding the recoupment of performance-based incentive

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compensation. Under the policy, if the Board determines that a senior executive of the Company has engaged in fraud or intentional misconduct that has caused a material restatement of the Company s financial statements, the Board will review the performance-based compensation earned by that senior executive on the basis of the Company s performance during the periods materially affected by the restatement. If, in the Board s view, the performance-based compensation would have been lower if it had been based on the restated results, the Board may seek to recoup the portion of the performance-based

compensation that would not have been awarded to that senior executive. This policy applies to the Company s executive officers as well as the Chief Accounting Officer and Head of Internal Audit. In addition, equity awards issued to employees include a provision that allows the Company to recoup gains if the employee violates covenants that prohibit terminated employees from soliciting our customers and employees, disclosing confidential information and, for some employees, providing services to certain competitors of the Company.

VI. Comparison Group Company Lists

The companies in each of the compensation Comparison Groups are listed below. The companies in the 2013 Health Care Comparison Group were selected because they represent some of our closest competitors. The companies in the 2013 Cross-Industry Comparison Group were

selected from the FORTUNE 200 and are companies that we compete against for talent and capital, without regard to industry. The pay information for each group was developed using market pay survey data provided by Cook and data purchased from other third-party compensation vendors.

2013 Health Care Comparison Group:

Assurant, Inc.	Health Net, Inc.	UnitedHealth Group Incorporated
Cigna Corporation	Humana Inc.	WellPoint, Inc.
Coventry Health Care, Inc.		

Updated Health Care Comparison Group:

With the acquisition of Coventry on May 7, 2013, we updated our healthcare peer group to include companies that are .5x-2x our estimated 2014 revenue. The Updated Health Care Comparison Group was used when designing the special one-time performance-based retention award for Mr. Bertolini and will be used for 2014 pay decisions.

AmerisourceBergen Corporation	Covidien Public Limited Company	WellPoint, Inc.
Cardinal Health, Inc.	Humana Inc.	
Cigna Corporation	UnitedHealth Group Incorporated	

2013 Cross-Industry Comparison Group:[1]

3M Company	Johnson & Johnson	PepsiCo, Inc.
The Allstate Corporation	Kimberly-Clark Corporation	Pfizer Inc.
Bristol-Myers Squibb Company	Kraft Foods Group, Inc.	Raytheon Company
Comcast Corporation	Lockheed Martin Corporation	State Farm Insurance Company
General Dynamics Corporation	Medco Health Solutions, Inc.	Time Warner Inc.
HCA Holdings, Inc.	Merck & Co., Inc.	The Travelers Companies, Inc.
The Hartford Financial Services Group, Inc.	Metropolitan Life Insurance Company	United Technologies Corporation
Honeywell International Inc.	Nationwide Financial Services, Inc.	The Walt Disney Company
International Paper Company	Northrop Grumman Corporation	Xerox Corporation

(1) If pay data for a comparable position is not available from a company on this list, the company is not included in the 2013 Cross-Industry Comparison Group for that position.

Third Party Compensation Surveys:

Frederic W. Cook & Co., Inc. Long-Term Incentive Survey;

Pearl Meyer Executive and Senior Management Total Compensation Survey;

Mercer s Integrated Health Network Survey; and

Hewitt Total Compensation Measurement Survey.

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EXECUTIVE COMPENSATION

The 2013 Summary Compensation Table summarizes the total compensation paid or earned for the fiscal year ended December 31, 2013 and applicable comparative data for 2012 and 2011 by our Chairman, Chief Executive Officer and President, each of the persons who served as Chief Financial Officer during 2013, our three most highly paid executive officers and one additional individual for whom disclosure would have been provided but for the fact that the individual was not serving as an executive officer at the end of 2013 (collectively, the NEOs or Named Executive Officers). When setting compensation for each of the Named Executive Officers, the Compensation Committee reviews tally sheets which show the executive s current compensation, including equity and non-equity based compensation.

The cash ABP award amounts for 2013 are disclosed in the 2013 Summary Compensation Table as Non-Equity Incentive Plan Compensation and are not categorized as a

Bonus payment under SEC rules. The amounts listed under Non-Equity Incentive Plan Compensation were approved by the Compensation Committee in February 2014. The amounts listed under Bonus were approved in 2012 by the Compensation Committee and paid to Ms. Matus and Ms. Rohan in recognition of their career moves. Please refer to the 2013 Grants of Plan-Based Awards table and related footnotes beginning on page 50 for information about the number of RSUs, PSUs, MSUs and PSARs, as applicable, awarded to each of the Named Executive Officers in the fiscal year ended December 31, 2013.

The Company has entered into employment arrangements with certain of the Named Executive Officers. Refer to Agreements with Named Executive Officers beginning on page 65 for a discussion of those employment arrangements.

2013 Summary Compensation Table

The following table shows the compensation provided by Aetna to each of the Named Executive Officers in 2013 and applicable comparative data for 2012 and 2011.

Name and Principal Position(1)	Year	Salary	Bonus	Stock Awards(2)	Option Awards(6)	Non-Equity Incentive Plan Compensation(7)	Change in Pension Value and Nonqualified Deferred Compensation Earnings(8)	All Other Compensation(9)	Total
Mark T. Bertolini	2013	$ 996,169	$ 0	$ 16,870,691(3)(4)(5)	$ 11,182,320	$1,380,000	$ 12,844	$ 283,385	$ 30,725,409
	2012	977,159	0	11,125,421	0	892,800	33,584	256,971	13,285,935
Chairman,									
Chief Executive									
Officer and President	2011	1,000,000	0	7,299,731	0	2,000,000	5,208	251,396	10,556,335
Joseph M. Zubretsky	2013	837,548	0	5,218,763(3)(4)	0	1,250,000	1,097	91,395	7,398,803
	2012	795,520	0	4,505,866	0	750,179	2,268	148,349	6,202,182
Senior Executive Vice	2011	800,000	0	4,332,191	0	1,333,200	326	122,873	6,588,590
President, National Businesses,									
Former CFO and Chief									

Enterprise Risk Officer									
Shawn M. Guertin	2013	661,877	0	2,001,525[3][4]	0	1,000,000	0	82,534	3,745,936
Executive Vice President,									
CFO and Chief Enterprise Risk Officer									
William J. Casazza	2013	523,347	0	2,101,555[3][4]	0	750,000	0	18,418	3,393,320
	2012	509,676	0	2,102,769	0	280,712	304,342	25,140	3,222,639
Executive Vice President and									
General Counsel	2011	509,180	0	2,115,770	0	679,364	192,553	18,640	3,515,507
Margaret M. McCarthy	2013	627,960	0	2,752,018[3][4]	0	601,548	5,835	167,750	4,155,111
	2012	611,556	0	2,753,567	0	413,079	11,670	212,232	4,002,104
Executive Vice President,									
Operations and Technology	2011	610,962	0	2,770,593	0	935,763	4,283	170,831	4,492,432
Karen S. Rohan	2013	649,514	0	1,901,398[3][4]	0	850,000	0	46,196	3,447,108
	2012	241,424	135,000	3,676,450	0	254,345	0	52,892	4,360,111
Executive Vice President, Local and Regional Businesses									
Kristi Ann Matus	2013	388,889	0	2,001,525[3][4]	0	0	0	1,882,856	4,273,270
	2012	569,498	800,000	3,801,577	0	418,325	0	725,976	6,315,376
Former Executive Vice President,									
Government Services									

(1) Principal position at April [ ], 2014. In February 2013, Mr. Zubretsky became Senior Executive Vice President, National Businesses and was succeeded as Chief Financial Officer and Chief Enterprise Risk Officer by Shawn M. Guertin. Also in February 2013, Ms. Rohan was appointed Executive Vice President, Local and

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EXECUTIVE COMPENSATION

Regional Businesses. On July 5, 2013, Ms. Matus terminated employment with Aetna. Ms. Matus and Ms. Rohan joined Aetna on March 5, 2012 and July 23, 2012, respectively, and therefore were not NEOs in 2011. Mr. Guertin was not an NEO in 2012 or 2011. At December 31, 2013, Mr. Guertin was Senior Vice President, Chief Financial Officer and Chief Enterprise Risk Officer, and Mr. Casazza was Senior Vice President, General Counsel.

(2) *The amounts reported in this column represent the aggregate grant date fair value of the stock awards granted in the relevant year computed in accordance with FASB ASC Topic 718, excluding forfeiture estimates. Refer to pages 121-124 of Aetna s 2013 Annual Report, Financial Report to Shareholders for all relevant valuation assumptions used to determine the grant date fair value of the stock awards included in this column. Amounts shown in this column for 2013 include the grant date fair value of PSUs, MSUs and RSUs granted to each Named Executive Officer in 2013. The PSU and MSU grant date fair values are based upon the probable outcome of the performance conditions associated with these PSUs and MSUs as of the date of grant.*

(3) *The grant date fair value of the PSUs granted to the NEOs in February 2013 assuming the highest level of performance conditions associated with these PSUs occurs is as follows: Mr. Bertolini $5,460,012; Mr. Zubretsky $3,129,093; Mr. Guertin $1,200,171; Mr. Casazza $1,260,092; Ms. McCarthy $1,650,065; Ms. Rohan $1,140,056; and Ms. Matus $1,200,171. The grant date fair value of the PSUs granted to Ms. Matus in February 2013, adjusted to reflect the termination of her employment, assuming the highest level of performance conditions associated with these PSUs occurs is $350,123. There are two independent performance periods for the PSUs granted in February 2013. Period One applies to 50% of the PSUs granted in February 2013 and runs from January 1, 2013 through December 31, 2013. Period Two applies to the remaining 50% of the PSUs granted in February 2013 and runs from January 1, 2014 through December 31, 2014. The Compensation Committee determined that the Company achieved the one-year performance goals for Period One that were set at the time of the respective grants at the above target level. As a result, 50% of the PSUs granted in February 2013 will convert into 1.2708 vested PSUs per granted PSU on the applicable vesting date. Following the completion of Period Two, the Compensation Committee will determine the Company s achievement of the one-year performance goals for Period Two that were set by the Compensation Committee on February 27, 2014. Vesting of all the PSUs granted in February 2013 to Messrs. Bertolini, Zubretsky, Guertin and Casazza and Mses. McCarthy and Rohan is subject to continued employment of the applicable NEO on December 31, 2014. The PSUs granted to Ms. Matus in 2013 will continue to vest on a pro-rated basis, except her unvested 2013 PSUs subject to performance Period Two which were forfeited due to her termination of employment. Each vested PSU represents one share of Common Stock and will be paid in shares of Common Stock, net of taxes.*

(4) *The grant date fair value of the MSUs granted to the NEOs in February 2013 assuming the highest level of performance conditions associated with these MSUs occurs is as follows: Mr. Bertolini $9,564,710; Mr. Zubretsky $5,481,324; Mr. Guertin $2,102,159; Mr. Casazza $2,207,264; Ms. McCarthy $2,890,478; Ms. Rohan $1,997,055; and Ms. Matus $2,102,159. The grant date fair value of the MSUs granted to Ms. Matus in February 2013, adjusted to reflect the termination of her employment, assuming the highest level of performance conditions associated with these MSUs occurs is $292,014. Following 2014, the Compensation Committee will determine the Company s achievement of the two-year aggregate operating earnings or consolidated revenues goals for 2013 and 2014 set at the time of the grant, which will allow for the continued vesting of these MSU awards. As a result: at the end of the three-year vesting period on February 1, 2016, MSUs granted on February 1, 2013 will be converted into between zero and 1.5 vested MSUs. Vesting of all the MSUs granted in February 2013 to Messrs. Bertolini, Zubretsky, Guertin and Casazza and Mses. McCarthy and Rohan is subject to continued employment of the NEO on February 1, 2016. The MSUs granted to Ms. Matus in 2013 will continue to vest on a pro-rated basis due to her termination of employment. The conversion ratio on the vesting date will be calculated by dividing the average closing price of the Common Stock for the final 30 trading days of the applicable vesting period by $48.48, the closing price of the Common Stock on the February 1, 2013 grant date. The resulting quotient will be capped at 1.5 and will be multiplied by the number of MSUs that are eligible to vest at the end of that vesting period to yield the number of MSUs that vest. Each vested MSU represents one share of Common Stock and will be paid in shares of Common Stock, net of taxes.*

(5) *The grant date fair value of the PSUs granted to Mr. Bertolini on August 5, 2013 assuming the highest level of performance conditions associated with these PSUs occurs is $9,637,500. There is one performance period for the PSUs granted on August 5, 2013. That performance period runs from January 1, 2013 through December 31, 2015. Following the completion of the performance period, the Compensation Committee will determine the Company s achievement of the three-year pre-tax operating income performance goal that excludes net investment income and was set by the Compensation Committee at the time of the grant. Vesting of all the PSUs granted on August 5, 2013 is subject to continued employment of Mr. Bertolini on December 31, 2015. The payment, if any, on these PSUs will be deferred to an unfunded deferred stock unit account which will not be paid to Mr. Bertolini until six months following his termination of employment with the Company. Each vested PSU represents one share of Common Stock and will be paid in shares of Common Stock, net of taxes.*

(6) *Grant date fair value of the PSARs granted to Mr. Bertolini on August 5, 2013 based on the probable outcome of performance conditions. These PSARs have an exercise price of $64.25 (the closing price of the Common Stock on August 5, 2013) and may vest in one installment on August 5, 2016. The grant date fair value of these PSARs assuming the highest level of performance conditions associated with these PSARs occurs is $13,046,040. The PSAR values*

are calculated using a modified Black-Scholes Model for pricing options. The PSAR award represents the opportunity to vest in 400,000 PSARs at the threshold performance level, 600,000 PSARs at the target performance level, with a maximum opportunity to vest in 700,000 PSARs. The performance metric for the PSARs measures the Company s total shareholder return relative to a defined group of seven Company peers. Threshold level of vesting for the PSARs will occur only if the Company achieves total shareholder return above the median total shareholder return of the peer group during the three-year performance period. The target and maximum levels of vesting require performance at the 87.5 percentile and top of the ranked peer group performance, respectively. The performance period for the PSARs is the three-year period from August 5, 2013 to August 5, 2016. If the standard for threshold performance is not met at the end of the performance period, the PSARs will be forfeited and will not vest. Refer to page 124 of Aetna s 2013 Annual Report, Financial Report to Shareholders for all relevant valuation assumptions used to determine the grant date fair value of this PSAR grant. The chart below shows the vesting schedule for the PSARs:

Aetna TSR Ranking Relative to Defined Peer Group*	Units That Will Vest Based on Aetna s Rank Relative to Defined Peers
1	700,000
2	600,000
3	500,000
4	400,000
5	0
6	0
7	0
8	0

* *Peer Group includes AmerisourceBergen Corporation; Cardinal Health, Inc.; Cigna Corporation; Covidien Public Limited Company; Humana Inc.; UnitedHealth Group Incorporated; and Wellpoint, Inc.*

(7) Amounts shown in this column represent cash bonus awards for the relevant calendar year under the ABP. For 2013, bonus pool funding under the ABP depended upon Aetna s performance against certain measures discussed under How are annual performance-based bonuses determined? beginning on page 40. Mr. Bertolini s 2013 ABP award was paid 40% ($1,380,000) in cash and 60% ($2,070,000) in RSUs with a grant date of March 3, 2014 that vest over three years (one-third per year). These RSUs will be included in the 2014 Grants of Plan-Based Awards Table in Aetna s 2015 Proxy Statement.

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(8) *Amounts in this column only reflect pension values and do not include earnings on deferred compensation amounts because such earnings are neither above-market nor preferential. Refer to the 2013 Nonqualified Deferred Compensation table and Deferred Compensation Narrative beginning on page 56 for a discussion of deferred compensation. The following table presents the change in present value of accumulated benefits under the Pension Plan and Supplemental Pension Plan from December 31, 2012 through December 31, 2013. See Pension Plan Narrative on page 55 for a discussion of pension benefits and the economic assumptions behind the figures in this table.*

Named Executive Officer	Pension Plan	Supplemental Pension Plan
Mark T. Bertolini	$ 5,050	$ 7,794
Joseph M. Zubretsky	1,097	0
Shawn M. Guertin**	0	0
William J. Casazza	(60,490)	(105,512)
Margaret M. McCarthy	3,139	2,696
Karen S. Rohan**	0	0
Kristi Ann Matus**	0	0

** *Mr. Guertin, Ms. Rohan and Ms. Matus are not eligible to participate in the Pension Plan because they joined the Company after the Pension Plan was frozen on December 31, 2010. Mr. Guertin, Ms. Rohan and Ms. Matus are not eligible to participate in the Supplemental Pension Plan.*

(9) *All Other Compensation consists of the following for 2013:*

	Mark T. Bertolini	Joseph M. Zubretsky	Shawn M. Guertin	William J. Casazza	Margaret M. McCarthy	Karen S. Rohan	Kristi A. Matus
Personal Use of Corporate Aircraft[(a)]	$ 238,251	$ 24,724	$ 5,010	$ 0	$ 147,557	$ 30,848	$ 0
Personal Use of Corporate Vehicles[(b)]	17,407	41,871	30	164	110	48	81
Professional Association/Club Dues[(c)]	2,427	0	0	2,154	204	0	1,180
Financial Planning	10,000	9,500	0	800	4,579	0	10,000
Relocation Expenses[(d)]	0	0	62,194	0	0	0	128,333
Company Matching Contributions Under Aetna 401(k) Plan[(e)]	15,300	15,300	15,300	15,300	15,300	15,300	15,300
Termination Payment[(f)]	0	0	0	0	0	0	987,500
Base Salary Continuation[(f)]	0	0	0	0	0	0	725,000
Outplacement Services[(f)]	0	0	0	0	0	0	14,400
COBRA Subsidy Payments[(f)]	0	0	0	0	0	0	1,062
TOTAL	**$ 283,385**	**$ 91,395**	**$ 82,534**	**$ 18,418**	**$ 167,750**	**$ 46,196**	**$ 1,882,856**

(a) *The calculation of incremental cost for personal use of Company aircraft includes only those variable costs incurred as a result of personal use, such as fuel and allocated maintenance costs, and excludes non-variable costs which the Company would have incurred regardless of whether there was any personal use of the aircraft.*

(b) *Represents the aggregate incremental cost to the Company of personal use of a Company driver and vehicle.*

(c) *Represents annual membership dues to professional organizations and clubs.*

(d)

Represents certain of Mr. Guertin s relocation expenses paid by the Company, including $52,721 for movement of household goods, as well as a mortgage subsidy and tax assistance. Represents certain of Ms. Matus s relocation expenses paid by the Company, including $84,351 for the loss on the sale of her previous home and $24,962 for duplicate housing, as well as tax assistance and movement of household goods.

(e) *Represents actual match received under the Aetna 401(k) Plan attributable to the 2013 plan year.*

(f) *Represents one-time termination payment, base salary continuation, individual outplacement services and COBRA subsidy payable pursuant to Ms. Matus s Separation Agreement dated July 25, 2013.*

2013 Grants of Plan-Based Awards

The following table sets forth information concerning plan-based equity and non-equity awards granted by Aetna during 2013 to the Named Executive Officers.

Name	Grant Date	Approval Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards[7] Threshold ($)	Target ($)	Maximum ($)	Estimated Future Payouts Under Equity Incentive Plan Awards Threshold (#)[9]	Target (#)	Maximum (#)	All Other Stock Awards: Number of Shares of Stock or Units (#)	Exercise or Base Price of Option Awards ($)	Grant Date Fair Value of Stock and Option Awards ($)[10]
Mark T.	2/1/2013(1)	1/17/2013				14,078	56,312	112,624			2,730,006
	2/1/2013(2)	1/17/2013				0	129,314	193,971			6,376,473
Bertolini	8/5/2013(3)	8/4/2013				50,000	100,000	150,000			6,425,000
	8/5/2013(4)	8/4/2013				400,000	600,000	700,000		64.25[4]	11,182,320
	2/1/2013(5)	1/17/2013							27,624		1,339,212
			0	1,200,000[8]	3,000,000						
Joseph M.	2/1/2013(1)	1/17/2013				8,068	32,272	64,544			1,564,547
	2/1/2013(2)	1/17/2013				0	74,107	111,161			3,654,216
Zubretsky			0	935,000	3,000,000						
Shawn M. Guertin	2/1/2013(6)	1/17/2013 and 1/30/2013				3,095	12,378	24,756			600,085
	2/1/2013(2)	1/17/2013				0	28,421	42,632			1,401,440
			0	700,000	3,000,000						
William J.	2/1/2013(1)	1/17/2013				3,249	12,996	25,992			630,046
	2/1/2013(2)	1/17/2013				0	29,842	44,763			1,471,509
Casazza			0	420,288	3,000,000						
Margaret M.	2/1/2013(1)	1/17/2013				4,255	17,018	34,036			825,033
	2/1/2013(2)	1/17/2013				0	39,079	58,619			1,926,985
McCarthy			0	567,338	3,000,000						
Karen S.	2/1/2013(1)	1/17/2013				2,940	11,758	23,516			570,028
	2/1/2013(2)	1/17/2013				0	27,000	40,500			1,331,370
Rohan			0	675,000	3,000,000						
Kristi Ann	2/1/2013(1)	1/17/2013				3,095	12,378	24,756			600,085
	2/1/2013(2)	1/17/2013				0	28,421	42,632			1,401,440
Matus			0	0	0						

(1) *Represents PSUs granted in 2013 under the Amended Aetna Inc. 2010 Stock Incentive Plan (the 2010 Stock Plan) in the respective amounts listed. The Compensation Committee approved the grant of these PSUs at a meeting on January 17, 2013, with an effective grant date of February 1, 2013. As discussed in What is the Company s policy on the grant date of equity awards? beginning on page 42, in 2013, the Company s annual equity awards were made at the closing price of the Common Stock on the stock market trading day after our annual earnings were announced. The release of Aetna s full year earnings occurs prior to the opening of trading on the NYSE. In 2013, Aetna announced its full year 2012 earnings on January 31, 2013, and the grants of equity awards were made effective at the close of business on February 1, 2013. The PSUs do not earn dividend equivalents and have no voting rights. See the discussion of long-term incentive equity awards in How are long-term incentive equity awards (MSUs and PSUs) determined? on page 42 for a discussion of the vesting of these awards based on the Compensation Committee s determination that the Company has attained the applicable performance metrics. Refer to footnote 3 on page 48 for a discussion of how the number of vested PSUs was determined for performance Period One and how the number of vested PSUs will be determined for performance Period Two. Each vested PSU represents one share of Common Stock and will be paid in shares of Common Stock, net of taxes, as a result of a determination by the Compensation Committee.*

(2) Represents MSUs granted in 2013 under the 2010 Stock Plan in the respective amounts listed. The Compensation Committee approved the grant of these MSUs at a meeting on January 17, 2013, with an effective grant date of February 1, 2013. Following 2014, the Compensation Committee will determine the Company s achievement of the two-year aggregate operating earnings or consolidated revenues goals for 2013 and 2014 set at the time of the grant, which will allow for the continued vesting of these MSU awards. These MSUs may vest on February 1, 2016. The MSUs do not earn dividend equivalents and have no voting rights. See the discussion of long-term incentive equity awards in How are long-term incentive equity awards (MSUs and PSUs) determined? on page 42 for a discussion of the vesting of these awards. Refer to footnote 4 on page 48 for a description of how the number of vested MSUs will be determined. Each vested MSU represents one share of Common Stock and will be paid in shares of Common Stock, net of taxes, as a result of a determination by the Compensation Committee.

(3) Represents PSUs granted in 2013 under the 2010 Stock Plan. The Compensation Committee approved the grant of these PSUs at a meeting on August 4, 2013, with an effective grant date of August 5, 2013. The PSUs do not earn dividend equivalents and have no voting rights. See the discussion of long-term incentive equity awards in Special One-time Performance-based Retention Award on page 38 for a discussion of the vesting of these awards. Refer to footnote 5 on page 48 for a discussion of how the number of vested PSUs will be determined for this grant. Each vested PSU represents one share of Common Stock and will be paid in shares of Common Stock, net of taxes, as a result of a determination by the Compensation Committee. The payment, if any, on these PSUs will be deferred to an unfunded deferred stock unit account which will not be paid to Mr. Bertolini until six months following his termination of employment with the Company.

(4) Represents PSARs granted in 2013 under the 2010 Stock Plan. The Compensation Committee approved the grant of these PSARs at a meeting on August 4, 2013, with an effective grant date of August 5, 2013. These PSARs may vest August 5, 2016 and will be settled in shares of Common Stock, net of taxes, when exercised.

Refer to footnote 6 on page 48 for a discussion of how the number of vested PSARs will be determined for this grant. Each vested PSAR represents a stock appreciation right with an exercise price of $64.25, the closing price of our Common Stock on the date of the grant.

(5) *Represents 60% of Mr. Bertolini s 2012 ABP award which was awarded in RSUs with a grant date of February 1, 2013 that vest over three years (one-third per year).*

(6) *Represents PSUs granted in 2013 under the 2010 Stock Plan. The Compensation Committee approved the grant of these PSUs at meetings on January 17, 2013 and January 30, 2013, with an effective grant date of February 1, 2013. The PSUs do not earn dividend equivalents and have no voting rights. See the discussion of long-term incentive equity awards in How are long-term incentive equity awards (MSUs and PSUs) determined? on page 42 for a discussion of the vesting of these awards based on the Compensation Committee s determination that the Company has attained the applicable performance metrics. Refer to footnote 3 on page 48 for a discussion of how the number of vested PSUs was determined for performance Period One and how the number of vested PSUs will be determined for performance Period Two. Each vested PSU represents one share of Common Stock and will be paid in shares of Common Stock, net of taxes, as a result of a determination by the Compensation Committee.*

(7) *Represents the range of possible cash bonus amounts available for 2013 under the ABP. See How are annual performance-based bonuses determined? beginning on page 40 for a discussion of bonus metrics and payouts.*

(8) *Mr. Bertolini s 2013 annual bonus opportunity at target was set at 300% of his base salary. Mr. Bertolini s 2013 ABP award was paid 40% ($1,380,000) in cash and 60% ($2,070,000) in RSUs with a grant date of March 3, 2014 that vest over three years (one-third per year).*

(9) *Results that do not meet the threshold performance level will result in zero vesting and forfeiture of the award.*

(10) *Refer to pages 121-124 of Aetna s 2013 Annual Report, Financial Report to Shareholders for all relevant valuation assumptions.*

Outstanding Equity Awards at 2013 Fiscal Year-End

The following table sets forth information concerning outstanding SARS, PSARs, RSUs, PSUs and MSUs as of December 31, 2013 held by the Named Executive Officers. Based on full year 2013 earnings which were available on February 6, 2014, the Compensation Committee determined that: the PSUs granted in 2012 met the one-year performance goal for Period Two set at the respective times of the grants at the above target vesting level and will vest twenty-four months from the respective grant effective dates, and that the PSUs granted in 2013 met the one-year performance goal for Period One set at the respective times of the grants at the above target vesting level and will vest twenty-four months from the respective grant effective dates, in each case subject to continued employment of the NEO through the vesting date. The MSUs granted in 2013 may vest thirty-six months from the grant effective date, subject to continued employment of the NEO through that date. Unvested PSUs granted in 2012 are shown at below target performance, at 81.67%, for performance Period One and above target performance, at 119.12%, for performance Period Two. Unvested PSUs granted in 2013 are shown at above target performance, at 127.08%, for performance Period One and maximum performance for performance Period Two. All of Ms. Matus s unvested equity awards are pro-rated to reflect termination of her employment, except her unvested 2013 PSUs subject to performance Period Two which were forfeited and her RSUs, which continue to fully vest. Unvested MSUs granted in 2012 and 2013 are shown assuming that the applicable performance goal that was set at the time of the grant was met and that the average closing price of the Common Stock for the applicable measurement period is $68.59, the closing price of the Common Stock on December 31, 2013.

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EXECUTIVE COMPENSATION

	Option Awards				Stock Awards			
Name	Number of Securities Underlying Unexercised Options Exercisable (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)[9]	Number of Unearned Units of Shares or Units of Stock (#)	Market Value of Unearned Units of Shares or Units of Stock ($)[13]
Mark T. Bertolini	97,474		50.205	2/09/2016	345,816[2]	23,719,519	389,266[10]	26,699,755
	106,570		39.93	6/29/2016				
	148,138		42.57	2/08/2017				
	308,642		48.65	7/26/2017				
	197,897		50.70	2/07/2018				
	299,751		32.11	2/12/2019				
		700,000[1]	64.25	8/5/2023				
Joseph M. Zubretsky	84,890		44.22	2/27/2017	152,353[3]	10,449,892	137,119[11]	9,404,992
	203,736		44.22	2/27/2017				
	138,068		50.70	2/07/2018				
	207,101		32.11	2/12/2019				
Shawn M. Guertin					58,469[4]	4,010,389	52,589[11]	3,607,080
William J. Casazza	82,841		50.70	02/07/2018	69,788[5]	4,786,759	55,217[11]	3,787,334
Margaret M. McCarthy					91,386[6]	6,268,166	72,307[11]	4,959,537
Karen S. Rohan					103,184[7]	7,077,391	49,958[11]	3,426,619
Kristi Ann Matus					62,952[8]	4,317,878	5,585[12]	383,075

(1) *Consists of 700,000 PSARs that may vest in one installment on August 5, 2016.*

(2) *Consists of 44,653 RSUs that vest in two substantially equal installments on February 2, 2014 and February 2, 2015; 27,624 RSUs that vest in three substantially equal installments on February 1, 2014, February 1, 2015 and February 1, 2016; 27,177 PSUs granted on February 2, 2012, that are subject to performance Period One and will vest on February 2, 2014, and performed below target level at 81.67%; 27,177 PSUs granted on February 2, 2012 that are subject to performance Period Two and will vest on February 2, 2014, and performed above target level at 119.12%; 28,156 PSUs granted on February 1, 2013 that are subject to performance Period One and will vest on February 1, 2015, and performed above target level at 127.08% and 122,125 MSUs granted on February 2, 2012, 50% of the grant date fair value of which will vest on February 2, 2014, and 50% of the grant date fair value of which will vest on February 2, 2015, based on the average closing price of the Common Stock for the final 30 trading day period ending on the applicable vesting date. Refer to footnotes 3 and 4 on page 48 for a description of how the number of vested PSUs and MSUs is determined.*

(3) *Consists of 15,071 PSUs granted on February 2, 2012, that are subject to performance Period One and will vest on February 2, 2014, and performed below target level at 81.67%; 15,071 PSUs granted on February 2, 2012 that are subject to performance Period Two and will vest on February 2, 2014, and performed above target level at 119.12%; 16,136 PSUs granted on February 1, 2013 that are subject to performance Period One and will vest on February 1, 2015, and performed above target level at 127.08%; and 67,723 MSUs granted on February 2, 2012, 50% of the grant date fair value of which will vest on February 2, 2014, and 50% of the grant date fair value of which will vest on February 2, 2015, based on the average closing price of the Common Stock for the final 30 trading day period ending on the applicable vesting date. Refer to footnotes 3 and 4 on page 48 for a description of how the number of vested PSUs and MSUs is determined.*

(4) *Consists of 3,349 PSUs granted on February 2, 2012, that are subject to performance Period One and will vest on February 2, 2014, and performed below target level at 81.67%; 3,349 PSUs granted on February 2, 2012 that are subject to performance Period Two and will vest on February 2, 2014, and performed above target level at 119.12%; 2,446 PSUs granted on March 12, 2012, that are subject to performance Period One and will vest on March 12, 2014, and performed below target level at 81.67%; 2,446 PSUs granted on March 12, 2012 that are subject to performance Period Two and will vest on March 12, 2014, and performed above target level at 119.12%; 6,189 PSUs granted on February 1, 2013 that are subject to performance Period One and will vest on February 1, 2015, and performed above target level at 127.08%; 15,051 MSUs granted on February 2, 2012, 50% of the grant date fair value of which will vest on February 2, 2014, and 50% of the grant date fair value of which will vest on February 2, 2015, based on the average closing price of the Common Stock for the final 30 trading day period ending on the applicable vesting date; and 10,991 MSUs granted on March 12, 2012, 50% of the*

grant date fair value of which will vest on March 12, 2014, and 50% of the grant date fair value of which will vest on March 12, 2015, based on the average closing price of the Common Stock for the final 30 trading day period ending on the applicable vesting date. Refer to footnotes 3 and 4 on page 48 for a description of how the number of vested PSUs and MSUs is determined.

(5) *Consists of 7,033 PSUs granted on February 2, 2012, that are subject to performance Period One and will vest on February 2, 2014, and performed below target level at 81.67%; 7,033 PSUs granted on February 2, 2012 that are subject to performance Period Two and will vest on February 2, 2014, and performed above target level at 119.12%; 6,498 PSUs granted on February 1, 2013 that are subject to performance Period One and will vest on February 1, 2015, and performed above target level at 127.08%; and 31,605 MSUs granted on February 2, 2012, 50% of the grant date fair value of which will vest on February 2, 2014, and 50% of the grant date fair value of which will vest on February 2, 2015, based on the average closing price of the Common Stock for the final 30 trading day period ending on the applicable vesting date. Refer to footnotes 3 and 4 on page 48 for a description of how the number of vested PSUs and MSUs is determined.*

(6) *Consists of 9,210 PSUs granted on February 2, 2012, that are subject to performance Period One and will vest on February 2, 2014, and performed below target level at 81.67%; 9,210 PSUs granted on February 2, 2012 that are subject to performance Period Two and will vest on February 2, 2014, and performed above target level at 119.12%; 8,509 PSUs granted on February 1, 2013 that are subject to performance Period One and will vest on February 1, 2015, and performed above target level at 127.08%; and 41,386 MSUs granted on February 2, 2012, 50% of the grant date fair value of which will vest on February 2, 2014, and 50% of the grant date fair value of which will vest on February 2, 2015, based on the average closing price of the Common Stock for the final 30 trading day period ending on the applicable vesting date. Refer to footnotes 3 and 4 on page 48 for a description of how the number of vested PSUs and MSUs is determined.*

(7) *Consists of 35,804 RSUs that vest in two substantially equal installments on July 23, 2014 and July 23, 2015; 6,848 PSUs granted on July 23, 2012, that are subject to performance Period One and will vest on July 23, 2014, and performed below target level at 81.67%; 6,848 PSUs granted on July 23, 2012 that are subject to performance Period Two and will vest on July 23, 2014, and performed above target level at 119.12%; 5,879 PSUs granted on February 1, 2013 that are subject to performance Period One and will vest on February 1, 2015, and performed above target level at 127.08%; and 30,771 MSUs granted on July 23, 2012, 50% of the grant date fair value of which will vest on July 23, 2014, and 50% of the grant date fair value of which will vest on July 23, 2015, based on the average closing price of the Common Stock for the final 30 trading day period ending on the applicable vesting date. Refer to footnotes 3 and 4 on page 48 for a description of how the number of vested PSUs and MSUs is determined.*

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(8) *Consists of 28,496 RSUs that vest in two substantially equal installments on March 5, 2014 and March 5, 2015; 5,771 PSUs granted on March 5, 2012, that are subject to performance Period One and will vest on March 5, 2014, and performed below target level at 81.67%; 5,771 PSUs granted on March 5, 2012 that are subject to performance Period Two and will vest on March 5, 2014, and performed above target level at 119.12%; 6,189 PSUs granted on February 1, 2013 that are subject to performance Period One and will vest on February 1, 2015, and performed above target level at 127.08%; and 25,933 MSUs granted on March 5, 2012, 50% of the grant date fair value of which will vest on March 5, 2014, and 50% of the grant date fair value of which will vest on March 5, 2015, based on the average closing price of the Common Stock for the final 30 trading day period ending on the applicable vesting date. Refer to footnotes 3 and 4 on page 48 for a description of how the number of vested PSUs and MSUs is determined. The amount in the table reflects the pro-ration of all of Ms. Matus s unvested equity awards to reflect the termination of her employment, except her RSUs, which continue to fully vest.*

(9) *Market value calculated using the December 31, 2013 closing price of the Common Stock of $68.59. For purposes of calculating the market value of unvested MSUs, the average closing price of the Common Stock for the final 30 trading days of the applicable vesting period also was assumed to be $68.59.*

(10) *Consists of 28,156 PSUs granted on February 1, 2013 that are subject to performance Period Two and may vest on February 1, 2015, 100,000 PSUs granted on August 5, 2013 that may vest on January 5, 2016, and 129,314 MSUs granted on February 1, 2013 that may vest on February 1, 2016, based on achievement of the two-year aggregate earnings or consolidated revenues goals for 2013 and 2014 set at the time of the grant. Refer to footnotes 3, 4 and 5 on page 48 for a description of how the number of vested PSUs and MSUs is determined.*

(11) *Consists of PSUs granted on February 1, 2013 that are subject to performance Period Two and may vest on February 1, 2015 and MSUs granted on February 1, 2013 that may vest on February 1, 2016, based on achievement of the two-year aggregate earnings or consolidated revenues goals for 2013 and 2014 set at the time of the grant, each in the respective amounts set forth below. Refer to footnotes 3 and 4 on page 48 for a description of how the number of vested PSUs and MSUs is determined.*

NEO	TYPE OF AWARD	# of PSUs/MSUs
Joseph M. Zubretsky	PSU, Performance Period 2	16,136
	MSU	74,107
Shawn M. Guertin	PSU, Performance Period 2	6,189
	MSU	28,421
William J. Casazza	PSU, Performance Period 2	6,498
	MSU	29,842
Margaret M. McCarthy	PSU, Performance Period 2	8,509
	MSU	39,079
Karen S. Rohan	PSU, Performance Period 2	5,879
	MSU	27,000

(12) *Consists of pro-rated portion of 28,421 MSUs granted on February 1, 2013 may vest on February 1, 2016, based on achievement of the two-year aggregate earnings or consolidated revenues goals for 2013 and 2014 set at the time of the grant. PSUs granted on February 1, 2013 that were subject to performance Period Two were forfeited due to Ms. Matus s termination of employment.*

(13) *Market value calculated using the December 31, 2013 closing price of the Common Stock of $68.59. For purposes of calculating the market value of unearned MSUs, the average closing price of the Common Stock for the final 30 trading days of the applicable vesting period also was assumed to be $68.59.*

2013 Option Exercises and Stock Vested

The following table sets forth information concerning the gross number of stock options and/or SARs exercised and RSUs, PSUs and MSUs vested during 2013 for the Named Executive Officers.

	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise	Value Realized on Exercise[(1)]	Number of Shares Acquired on Vesting	Value Realized on Vesting[(8)]
Name	(#)	($)	(#)	($)
Mark T. Bertolini	130,272	4,520,557	22,327[(2)]	1,083,976
Joseph M. Zubretsky	6,921	234,137	65,574[(3)]	4,489,196
Shawn M. Guertin	0	0	31,866[(4)]	1,590,113
William J. Casazza	185,926	3,751,694	0	0
Margaret M. McCarthy	214,073	4,064,067	32,787[(5)]	2,244,598
Karen S. Rohan	0	0	17,902[(6)]	1,169,896
Kristi Ann Matus	0	0	14,249[(7)]	681,815

(1) *Calculated by multiplying (a) the difference between (i) the market price of our Common Stock at the time of the exercise and (ii) the exercise price of the stock options or SARs, by (b) the number of stock options or SARs exercised.*

(2) *Consists of 22,327 shares acquired upon the vesting of RSUs granted February 2, 2012.*

(3) *Consists of 65,574 shares acquired upon the vesting of RSUs granted December 2, 2010.*

(4) *Consists of 14,004 shares acquired upon vesting of PSUs granted May 10, 2011; and 17,862 shares acquired upon the vesting of MSUs granted May 10, 2011.*

(5) *Consists of 32,787 shares acquired upon the vesting of RSUs granted December 2, 2010.*

(6) *Consists of 17,902 shares acquired upon the vesting of RSUs granted July 23, 2012.*

(7) *Consists of 14,249 shares acquired upon the vesting of RSUs granted March 5, 2012.*

(8) *Calculated by multiplying the number of shares of Common Stock acquired on vesting by the closing price of the Common Stock on the vesting date.*

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EXECUTIVE COMPENSATION

2013 Pension Benefits

The following table sets forth information concerning the present value of the Named Executive Officers respective accumulated benefits under the Pension Plan and Supplemental Pension Plan. The present value shown below was determined for each participant based on their accrued benefit as of December 31, 2013, and the discount rates that Aetna used for its 2013 year-end pension disclosures and assumes continued employment to age 65 for Ms. McCarthy and Messrs. Bertolini and Zubretsky.

Mr. Casazza is eligible to retire with an unreduced final average pay benefit at age 62. Pursuant to SEC rules, the valuations shown below do not take into account any assumed future pay increases. Mr. Guertin, Ms. Rohan and Ms. Matus are not eligible to participate in the Pension Plan because they joined the Company after the Pension Plan was frozen on December 31, 2010. Mr. Guertin, Ms. Rohan and Ms. Matus are not eligible to participate in the Supplemental Pension Plan.

Name	Plan Name(1)	Number of Years Credited Service	Present Value of Accumulated Benefit(2)	Payments During Last Fiscal Year
Mark T. Bertolini	Pension Plan	11.08	$ 129,584	$ 0
	Supplemental Pension Plan	7.08	216,918	0
Joseph M. Zubretsky	Pension Plan	2.83	28,149	0
	Supplemental Pension Plan	0	0	0
Shawn M. Guertin	Pension Plan	0	0	0
	Supplemental Pension Plan	0	0	0
William J. Casazza	Pension Plan	18.25	593,526	0
	Supplemental Pension Plan	14.25	1,000,518	0
Margaret M. McCarthy	Pension Plan	6.75	84,136	0
	Supplemental Pension Plan	2.75	73,933	0
Karen S. Rohan	Pension Plan	0	0	0
	Supplemental Pension Plan	0	0	0
Kristi Ann Matus	Pension Plan	0	0	0
	Supplemental Pension Plan	0	0	0

(1) *As of January 1, 2007, the Supplemental Pension Plan is no longer used to accrue benefits that exceed the Code limits, but interest continues to accrue on the outstanding cash balance accruals. In addition, the Supplemental Pension Plan may continue to be used to credit benefits for special pension agreements. Refer to Pension Plan Narrative on page 55.*

(2) *Refer to pages 114-120 of Aetna s 2013 Annual Report, Financial Report to Shareholders for a discussion of the valuation methods used to calculate the amounts in this column. In calculating the present value of the accumulated benefit under the Pension Plan and the Supplemental Pension Plan, the following economic assumptions were used:*

	Pension Plan	Supplemental Pension Plan
Discount Rate	4.98%	4.50%
Future Cash Balance Interest Rate	3.68%	3.68%
5-Year Average Cost of Living Adjustment	2.30%	2.30%

Pension Plan Narrative

Prior to January 1, 2011, the Company provided the Pension Plan, a noncontributory, defined benefit pension plan, for most of its employees. In 1999, the Pension Plan was amended to convert the Pension Plan s final average pay benefit formula to a cash balance design. Under this design, the pension benefit is expressed as a cash balance account. Each year through December 31, 2010, a participant s cash balance account was credited with (i) a pension credit based on the participant s age, years of service and eligible pay for that year, and (ii) an interest credit based on the participant s account balance as of the beginning of the year and an interest rate that equals the average 30-year U.S. Treasury bond rate for October of the prior calendar year. For 2013, the interest rate was 2.90%. For purposes of the Pension Plan, eligible pay was generally base pay and certain other forms of cash compensation, including annual performance bonuses, but excluding long-term incentive compensation and proceeds from stock option and SAR exercises and other equity grants. The maximum eligible pay under the Pension Plan was set annually by the Internal Revenue Service. Effective December 31, 2010, the Pension Plan was frozen. No further pension service credits will be earned after this date. However, participants cash balance accounts will continue to be credited with the interest credit. Under the Pension Plan, benefits are paid over the lifetime of the employee (or

the joint lives of the employee and his or her beneficiary) except that the employee may elect to take up to 50% of his or her benefits in a lump sum payment following termination of employment.

The Code limits the maximum annual benefit that may be accrued under and paid from a tax-qualified plan such as the Pension Plan. As a result, Aetna established the Supplemental Pension Plan, an unfunded, non-tax qualified supplemental pension plan that provides benefits (included in the amounts listed in the 2013 Pension Benefits table on page 54), that exceed the Code limit. The Supplemental Pension Plan also has been used to pay other pension benefits that were not otherwise payable under the Pension Plan, including additional years of credited service beyond years actually served, additional years of age, and covered compensation in excess of that permitted under the Pension Plan. Supplemental Pension Plan benefits are paid out in five equal annual installments commencing six months following termination of employment. As of January 1, 2007, the Supplemental Pension Plan is no longer used to accrue benefits that exceed the Code limits, but interest continues to accrue on the outstanding cash balance accruals. In addition, the Supplemental Pension Plan may continue to be used to credit benefits for special pension agreements.

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EXECUTIVE COMPENSATION

2013 Nonqualified Deferred Compensation

The following table sets forth information concerning compensation deferrals during 2013 by the Named Executive Officers.

Name	Executive Contributions in Last FY[(1)] ($)	Aggregate Earnings in Last FY[(2)] ($)	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at Last FYE[(3)] ($)
Mark T. Bertolini	0	13,160	(348,752)	586,370
Joseph M. Zubretsky	0	74,607	0	3,492,196
Shawn M. Guertin	0	0	0	0
William J. Casazza	52,335	24,947	0	1,205,468
Margaret M. McCarthy	0	781,859	0	2,814,767
Karen S. Rohan	64,951	672	0	65,624
Kristi Ann Matus	0	0	0	0

(1) *The following table provides additional information about contributions by Named Executive Officers to their nonqualified deferred compensation accounts during 2013. The contributions during 2013 came from the base salary and/or annual bonus that are reported for the Named Executive Officer in the Salary and Non-Equity Incentive Plan Compensation columns of the 2013 Summary Compensation Table on page 47. All amounts contributed by a Named Executive Officer and by the Company in prior years have been reported in the Summary Compensation Tables in Aetna s previously filed proxy statements in the year earned to the extent such person was a named executive officer for purposes of the SEC s executive compensation disclosure.*

Name	2013 Contributions into Stock Unit Account ($)	2013 Cash Contributions into Supplemental 401(k) Plan ($)	Total 2013 Contributions ($)
Mark T. Bertolini	0	0	0
Joseph M. Zubretsky	0	0	0
Shawn M. Guertin	0	0	0
William J. Casazza	0	52,335	52,335
Margaret M. McCarthy	0[(a)]	0	0
Karen S. Rohan	0	64,951	64,951
Kristi Ann Matus	0	0	0

(a) *On October 17, 2007, the Compensation Committee granted Ms. McCarthy a cash award of $450,000. Fifty percent of the award vested in a stock unit account in increments of 10% per year, on each of October 17, 2008, 2009, 2010, 2011 and 2012. The remaining 50% will vest on October 17, 2014. The vested amount of each of these grants will be paid to Ms. McCarthy six months following her termination of employment with the Company.*

(2) *The following table details the aggregate earnings on nonqualified deferred compensation accrued to each Named Executive Officer during 2013.*

Name	Appreciation (Depreciation) on Stock Unit Account	Earnings on Interest Account ($)	Dividend Equivalents on Stock Unit Account ($)	Interest on Supplemental 401(k) Plan ($)	Total ($)

	($)				
Mark T. Bertolini	0	8,279	0	4,881	13,160
Joseph M. Zubretsky	0	74,607	0	0	74,607
Shawn M. Guertin	0	0	0	0	0
William J. Casazza	0	659	0	24,288	24,947
Margaret M. McCarthy	745,308	0	30,685	5,866	781,859
Karen S. Rohan	0	0	0	672	672
Kristi Ann Matus	0	0	0	0	0

(3) The aggregate nonqualified deferred compensation account balances of each Named Executive Officer at December 31, 2013 consist of the following:

Name	Stock Unit Account ($)	Interest Account ($)	Supplemental 401(k) Plan Account ($)	Total ($)
Mark T. Bertolini	0	355,671	230,699	586,370
Joseph M. Zubretsky	0	3,492,196	0	3,492,196
Shawn M. Guertin	0	0	0	0
William J. Casazza	0	30,835	1,174,633	1,205,468
Margaret M. McCarthy	2,537,490	0	277,277	2,814,767
Karen S. Rohan	0	0	65,624	65,624
Kristi Ann Matus	0	0	0	0

Deferred Compensation Narrative

The Salary and Non-Equity Incentive Plan Compensation columns in the 2013 Summary Compensation Table include cash compensation that was deferred by the Named Executive Officers during 2013. The Company permits executives to defer up to 20% of eligible pay (which includes base salary and annual bonus) into the Aetna 401(k) Plan (subject to deferral limits established by the Code in 2013, $17,500 and $23,000 for individuals age 50 and older). The Aetna 401(k) Plan, which is available to all eligible employees of the Company, is a funded arrangement that provides nineteen investment options, as well as a self-managed brokerage option. Aetna matches 100% of the amount deferred by employees, including the Named Executive Officers, under the Aetna 401(k) Plan up to 6% of eligible pay. Under the Aetna 401(k) Plan, benefits are paid to the executive after termination of employment on the date selected by the executive.

Aetna established the Supplemental 401(k) Plan to provide the deferral that would have been credited to the Aetna 401(k) Plan but for limits imposed by the Employee Retirement Income Security Act of 1974, as amended, and the Code. The Supplemental 401(k) Plan allows eligible employees to defer up to an additional 10% of base salary. Aetna does not match employees contributions to the Supplemental 401(k) Plan. The Supplemental 401(k) Plan is

an unfunded plan that credits interest at a fixed rate pursuant to a formula equal to the rate of interest paid from time to time under the fixed interest rate fund option of the Aetna 401(k) Plan. The Aetna 401(k) Plan interest rate is set quarterly to better align the credited rates with the underlying fixed income investment earning rates achieved in the fund. In 2013, this fixed interest rate was 2.30% from January to March, 2.25% from April to June, 2.15% from July to September and 1.95% from October to December. In 2014, this fixed interest rate is 1.90% from January to March. Under the Supplemental 401(k) Plan, benefits are paid to the executive on the later of six months or January 1 following termination of employment.

The Company also permits executives to defer up to 100% of their annual bonus. The deferral arrangement for annual bonuses is also unfunded and permits investment in either an interest account or a stock unit account. The interest account credits the same interest as the Supplemental 401(k) Plan. The stock unit account tracks the value of our Common Stock. The stock unit account earns dividend equivalents, paid in the manner of the individual s selection. This arrangement pays out on a date selected by the executive at the time of deferral. The Compensation Committee may also require or permit other compensation to be deferred.

Potential Post-Employment Payments

Regardless of the manner in which a Named Executive Officer s employment terminates, he or she is entitled to receive certain amounts earned during his or her term of employment, including the following: (a) deferred compensation amounts; (b) amounts accrued and vested through the Aetna 401(k) Plan and Supplemental 401(k) Plan; and (c) amounts accrued and vested through the Pension Plan and Supplemental Pension Plan. In addition, except as provided in the tables below, each Named Executive Officer is eligible to receive vested equity awards upon a termination of employment for any reason (other than for cause). Equity awards (other than PSUs and MSUs) continue to vest for all employees during any period of severance or salary continuation. The actual amounts paid to any Named Executive Officer can only be determined at the time of the executive s separation from the Company. Section 409A of the Code may require the Company to delay the payment of certain payments for six months following termination of employment. Refer to the 2013 Nonqualified Deferred Compensation table and Deferred Compensation Narrative beginning on page 56 for a discussion of the deferred compensation plan, Aetna 401(k) Plan and Supplemental 401(k) Plan. Refer to the 2013 Pension Benefits table and Pension Plan Narrative beginning on page 54 for a discussion of the Pension Plan and Supplemental Pension Plan. Refer to the Outstanding Equity Awards at 2013 Fiscal Year-End table beginning on page 51 for a discussion of outstanding equity awards at December 31, 2013.

Our agreement with Mr. Zubretsky provides that the Company will make him whole for certain excise taxes that may apply under Sections 280G and 4999 of the Code for payments made in connection with a change in control. SEC regulations require an estimate of these amounts, for purposes of the following tables, assuming that the change in control and termination of employment occurred on December 31, 2013, and using the market price of our Common Stock on that day. Using these assumed facts, these provisions produce no hypothetical payment to Mr. Zubretsky. Any payments that may actually be owed to Mr. Zubretsky under these provisions will be highly dependent upon the actual facts applicable to the change in control transaction and termination of employment, and can be accurately estimated only when such facts are known.

Unless otherwise indicated, each of the tables for the Named Executive Officers below assumes a termination of employment (or change in control and termination of employment without Cause and/or for Good Reason, as defined below, as applicable) as of December 31, 2013,

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and assumes a Common Stock price of $68.59 per share (the closing price of our Common Stock on December 31, 2013) and, for illustrative purposes, an immediate sale of equity awards upon termination of employment at $68.59 per share. Change in control severance benefits (base salary and bonus payments) to each Named Executive Officer are paid pursuant to a double-trigger, which means that to receive such benefits employment must terminate both: (1) as a result of a qualifying termination of employment, and (2) after a change in control as detailed in the agreements described below and under Agreements with Named Executive Officers beginning on page 65. Unless otherwise indicated, the amounts set forth in the tables that follow under PSUs were calculated based upon the Compensation Committee s determination that the Company achieved below target performance of 81.67% for performance Period One and above target

performance of 119.12% for performance Period Two for the applicable PSUs granted in 2012; and above target performance of 127.08% for performance Period One for the applicable PSUs granted in 2013. For performance Period Two, the applicable PSUs granted in 2013 are assumed to vest at maximum performance. For Termination after Change-in-Control, PSUs granted in 2012 are assumed to vest at target performance for performance Period One and actual performance for performance Period Two; PSUs granted in 2013 are assumed to vest at actual performance for performance Period One and target performance for performance Period Two.

As of December 31, 2013, Mr. Bertolini, Mr. Casazza and Ms. McCarthy were considered retirement eligible for purposes of equity vesting.

Mark T. Bertolini

The following table reflects additional payments that would be made to Mr. Bertolini upon termination of his employment on December 31, 2013, under various scenarios. Mr. Bertolini s employment agreement defines Cause as the occurrence of one or more of the following: (a) a willful and continued failure to attempt in good faith to perform duties, which failure is not remedied within fifteen business days following written notice of such failure; (b) material gross negligence or willful malfeasance in performance of duties; (c) with respect to the Company, commission of an act constituting fraud, embezzlement or any other act constituting a felony; or (d) commission of any act constituting a felony which has or is likely to have a material adverse economic or reputational impact on the Company. Mr. Bertolini s employment agreement defines Good Reason as the occurrence of one or more of the following: (a) a reduction by the Company of base salary or Target Cash Bonus Opportunity (except in the event of a ratable reduction prior to a change in control affecting all senior officers of the Company); (b) within 24 months following a change of control, a reduction in the level of the long-term incentive plan opportunity from that afforded him immediately prior to the change in control; (c) any failure of a successor of the Company to assume and agree to perform the Company s entire obligations under the employment agreement; (d) reporting to any person other than the

Company s Board of Directors; (e) any action or inaction by the Company that constitutes a material breach of the employment agreement; (f) removal of Mr. Bertolini as President, Chief Executive Officer or Director; or (g) the appointment of any person to the position of executive Chairman after Mr. Bertolini becomes Chairman. Mr. Bertolini s equity award agreements define Change in Control as the occurrence of any of the following events: (a) a person or group acquires 20% or more of the combined voting power of the Company s then outstanding securities; (b) during any period of 24 consecutive months, the individuals who, at the beginning of such period, constitute the Board cease for any reason (other than death) to constitute a majority of the Board, unless any such new Director was elected, recommended or approved by at least two-thirds of the other Directors then in office; or (c) a transaction requiring shareholder approval for the acquisition of the Company by an entity other than the Company or a subsidiary of the Company through the purchase of assets, or by merger, or otherwise. Mr. Bertolini s employment agreement contains a change in control cutback policy which, under certain circumstances, would reduce the amount due to Mr. Bertolini following a change in control to an amount that maximizes the net after tax amount retained by him to the extent permitted under Section 409A of the Code.

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Payment Type	**Retirement or Voluntary Termination by Mr. Bertolini**	**Termination by Aetna without Cause or by Mr. Bertolini for Good Reason**	**Termination after Change-in-Control**	**Termination by Aetna for Cause**	**Death or Disability**
Base Salary	$ 0	$ 2,000,000(1)	$ 2,000,000(1)	$ 0	$ 0
Bonus	0	3,600,000(1)	3,600,000(1)	0	0
Long-term Incentive					
PSARs	0(2)	289,335(6)	2,604,000(10)	0(12)	2,604,000(13)
RSUs	1,802,545(3)	4,852,262(7)	4,957,479(11)	0(12)	4,957,479(14)
MSUs	13,094,105(4)	24,416,531(8)	25,113,680(11)	0(12)	25,113,680(15)
PSUs	6,197,175(5)	10,414,774(9)	15,329,042(11)	0(12)	14,987,395(16)
TOTAL	**$ 21,093,825**	**$ 45,572,902**	**$ 53,604,201**	**$ 0**	**$ 47,662,554**

(1) Represents 24 months of cash compensation (calculated as annual base salary and target cash bonus opportunity) plus a pro rata portion of Mr. Bertolini s target cash bonus opportunity for the year in which termination of employment occurs. Amounts would be paid bi-weekly during the severance period.

(2) PSAR grant awarded August 5, 2013 is subject to forfeiture upon retirement or voluntary termination.

(3) Represents pro-rated vesting of RSU grants awarded February 2, 2012 and February 1, 2013.

(4) Represents pro-rated vesting of MSU grants awarded February 2, 2012 and February 1, 2013. Actual payment for MSUs granted February 2, 2012 would occur following February 2, 2014 and February 2, 2015; actual payment for MSUs granted February 1, 2013 would occur following February 1, 2016. Payment would occur in shares of Common Stock, net of taxes, based on the average closing price of the Common Stock for the respective final 30 trading day periods ending on the February 2, 2014, February 2, 2015 and February 1, 2016 vesting dates, each of which is assumed to be $68.59.

(5) Represents full vesting of the PSU grant awarded February 2, 2012; and the PSU grant awarded February 1, 2013 subject to performance Period One. Actual payment would occur following February 2, 2014 and February 1, 2015, respectively, in shares of Common Stock, net of taxes. The Compensation Committee determined that the PSU grant awarded February 2, 2012 subject to performance Period One and performance Period Two performed at the below target level (81.67%) and above target level (119.12%), respectively. The Compensation Committee determined that the PSU grant awarded February 1, 2013 subject to performance Period One performed at the above target level (127.08%). The PSU grant awarded February 1, 2013 subject to performance Period Two and PSU grant awarded August 5, 2013 are forfeited.

(6) Represents continued pro-rated vesting of a PSAR grant awarded on August 5, 2013. Award is assumed to vest at target; actual payment would occur following August 5, 2016 based an actual Company performance. These PSARs have an exercise price of $64.25, the closing price of the Common Stock on the date of the grant.

(7) Represents full vesting of a RSU grant awarded February 2, 2012; and pro-rated vesting of a RSU grant awarded February 1, 2013.

(8) Represents full vesting of a MSU grant awarded February 2, 2012; and pro-rated vesting of a MSU grant awarded February 1, 2013. Actual payment for MSUs granted February 2, 2012 would occur following February 2, 2014 and February 2, 2015; actual payment for MSUs granted February 1, 2013 would occur following February 1, 2016. Payment would occur in shares of Common Stock, net of taxes, based on the average closing price of the Common Stock for the respective final 30 trading day periods ending on the February 2, 2014, February 2, 2015 and February 1, 2016 vesting dates, each of which is assumed to be $68.59.

(9)

Represents full vesting of PSU grants awarded February 2, 2012 and February 1, 2013; and pro-rated vesting of a PSU grant awarded August 5, 2013. Actual payment would occur following February 2, 2014, February 1, 2015 and January 5, 2016, respectively, in shares of Common Stock, net of taxes in the case of both February PSU grants and, in the case of the August 2013 PSU grant, into an unfunded deferred stock unit account which will not be paid to Mr. Bertolini until 6 months following his termination of employment with the Company. The Compensation Committee determined that the PSU grant awarded February 2, 2012 subject to performance Period One and performance Period Two performed at the below target level (81.67%) and above target level (119.12%), respectively. The Compensation Committee determined that the PSU grant awarded February 1, 2013 subject to performance Period One performed at the above target level (127.08%). The PSU grant awarded February 1, 2013 subject to performance Period Two and the PSU grant awarded August 5, 2013 are assumed to perform at target.

(10) Represents continued vesting of a PSAR grant awarded August 5, 2013. PSARs are assumed to vest at target. PSARs would vest at the greater of target or actual Company performance as of the date of the Change in Control (as defined in the PSAR award agreement). Actual payment would occur following August 5, 2016.

(11) Represents full accelerated vesting of all outstanding unvested RSU, MSU and PSU awards, except for the PSU grant awarded August 5, 2013, which represents continued vesting and actual payment would occur on January 5, 2016. The PSU grant awarded August 5, 2013 is assumed to vest at target. PSUs would vest at the greater of target or actual Company performance as of the date of the Change in Control (as defined in Mr. Bertolini s equity award agreements). MSU value assumes the average closing price of the Common Stock for the final 30 trading days of each of the applicable vesting periods is $68.59.

(12) Unvested PSARs, RSUs, MSUs and PSUs are subject to forfeiture if there is a termination by Aetna for Cause (as defined in Mr. Bertolini s employment agreement).

(13) Represents full accelerated vesting at target of a PSAR grant awarded August 5, 2013.

(14) Represents full accelerated vesting of RSU grants awarded February 2, 2012 and February 1, 2013.

(15) Represents full vesting of MSU grants awarded February 2, 2012 and February 1, 2013. Actual payment for MSUs granted February 2, 2012 would occur following February 2, 2014 and February 2, 2015; actual payment for MSUs granted February 1, 2013 would occur following February 1, 2016. Payment would occur in shares of Common Stock, net of taxes, based on the average closing price of the Common Stock for the respective final 30 trading day periods ending on the February 2, 2014, February 2, 2015 and February 1, 2016 vesting dates, each of which is assumed to be $68.59.

(16) Represents full vesting of PSU grants awarded February 2, 2012, February 1, 2013 and August 5, 2013. Actual payment would occur following February 2, 2014, February 1, 2015 and January 5, 2016, respectively, in shares of Common Stock, net of taxes in the case of both February PSU grants and, in the case of the August 2013 PSU grant, into an unfunded deferred stock unit account which will not be paid to Mr. Bertolini until 6 months following his termination of employment with the Company. The Compensation Committee determined that the PSU grant awarded February 2, 2012 subject to performance Period One and performance Period Two performed at the below target level (81.67%) and above target level (119.12%), respectively. The Compensation Committee determined that the PSU grant awarded February 1, 2013 subject to performance Period One performed at the above target level (127.08%). The PSU grant awarded February 1, 2013 subject to performance Period Two is assumed to perform at target. The PSU grant awarded August 5, 2013 would vest at target.

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Joseph M. Zubretsky

The following table reflects additional payments that would be made to Mr. Zubretsky upon termination of his employment on December 31, 2013, under various scenarios. Mr. Zubretsky s agreement defines Cause as the occurrence of one or more of the following: (a) a willful and continued failure to attempt in good faith to perform duties, which failure is not remedied within 15 business days following notice of such failure; (b) material gross negligence or willful malfeasance in performance of duties; (c) with respect to the Company, a conviction for fraud, embezzlement or any other felony; or (d) a conviction of a felony which has or is likely to have a material adverse economic or reputational impact on the Company. Under Mr. Zubretsky s agreement, Change in Control means the occurrence or the expected occurrence of a change in the ownership or effective control of Aetna or the ownership of

a substantial portion of the assets of Aetna within the meaning of Section 280G of the Code. Mr. Zubretsky s equity award agreements define Change in Control as the occurrence of any of the following events: (a) a person or group acquires 20% or more of the combined voting power of the Company s then outstanding securities; (b) during any period of 24 consecutive months, the individuals who, at the beginning of such period, constitute the Board cease for any reason (other than death) to constitute a majority of the Board, unless any such new Director was elected, recommended or approved by at least two-thirds of the other Directors then in office; or (c) a transaction requiring shareholder approval for the acquisition of the Company by an entity other than the Company or a subsidiary of the Company through the purchase of assets, or by merger, or otherwise.

Payment Type	Retirement or Voluntary Termination by Mr. Zubretsky	Termination by Aetna without Cause	Termination after Change-in-Control	Termination by Aetna for Cause	Death or Disability
Base Salary	$ 0	$ 850,000(1)	$ 850,000(1)	$ 0	$ 0
Bonus	0	935,000(1)	935,000(1)	0	0
Payment Related to Tax Regulation	0	0	0	0	0
Long-term Incentive					
MSUs	0	7,325,892(2)	14,159,171(4)	0(5)	7,325,892(2)
PSUs	0	3,482,177(3)	4,778,391(4)	0(5)	3,482,177(3)
TOTAL	**$ 0**	**$ 12,593,069**	**$ 20,772,562**	**$ 0**	**$ 10,808,069**

(1) *Represents 52 weeks of base salary and annual bonus at 110% of base salary. Amounts would be paid bi-weekly during the severance period.*

(2) *Represents pro-rated vesting of MSU grants awarded February 2, 2012 and February 1, 2013. Actual payment for MSUs granted February 2, 2012 would occur following February 2, 2014 and February 2, 2015; actual payment for MSUs granted February 1, 2013 would occur following February 1, 2016. Payment would occur in shares of Common Stock, net of taxes, based on the average closing price of the Common Stock for the respective final 30 trading day periods ending on the February 2, 2014, February 2, 2015 and February 1, 2016 vesting dates, each of which is assumed to be $68.59.*

(3) *Represents full vesting of the PSU grant awarded February 2, 2012; and the PSU grant awarded February 1, 2013 subject to performance Period One. Actual payment would occur following February 2, 2014 and February 1, 2015, respectively, in shares of Common Stock, net of taxes. The Compensation Committee determined that the PSU grant awarded February 2, 2012 subject to performance Period One and performance Period Two performed at the below target level (81.67%) and above target level (119.12%), respectively. The Compensation Committee determined that the PSU grant awarded February 1, 2013 subject to performance Period One performed at the above target level (127.08%). The PSU grant awarded February 1, 2013 subject to performance Period Two is forfeited.*

(4) *Represents full accelerated vesting of all outstanding unvested equity awards. PSUs would vest at the greater of target or actual Company performance as of the date of the Change in Control (as defined in Mr. Zubretsky s equity award agreements). MSU value assumes the average closing price of the Common Stock for the final 30 trading days of each of the applicable vesting periods is $68.59.*

(5) *Unvested MSUs and PSUs are subject to forfeiture if there is a termination by Aetna for Cause (as defined in Mr. Zubretsky s agreement).*

Shawn M. Guertin

The following table reflects additional payments that would be made to Mr. Guertin upon termination of his employment on December 31, 2013, under various scenarios. Mr. Guertin s equity award agreements define Change in Control as the occurrence of any of the following events: (a) a person or group acquires 20% or more of the combined voting power of the Company s then outstanding securities; (b) during any period of 24 consecutive months, the individuals who, at the beginning of such period,

constitute the Board cease for any reason (other than death) to constitute a majority of the Board, unless any such new Director was elected, recommended or approved by at least two-thirds of the other Directors then in office; or (c) a transaction requiring shareholder approval for the acquisition of the Company by an entity other than the Company or a subsidiary of the Company through the purchase of assets, or by merger, or otherwise.

Payment Type	Retirement or Voluntary Termination by Mr. Guertin	Termination by Aetna without Cause	Termination after Change-in-Control	Termination by Aetna for Cause	Death or Disability
Base Salary	$ 0	$ 700,000[(1)]	$ 700,000[(1)]	$ 0	$ 0
Bonus	0	0	0	0	0
Long-term Incentive					
MSUs	0	2,771,036[(2)]	5,430,750[(4)]	0[(5)]	2,771,036[(2)]
PSUs	0	1,337,711[(3)]	1,834,988[(4)]	0[(5)]	1,337,711[(3)]
TOTAL	**$ 0**	**$ 4,808,747**	**$ 7,965,738**	**$ 0**	**$ 4,108,747**

(1) *Represents 52 weeks of base salary continuation. Amounts would be paid bi-weekly during the severance period.*

(2) *Represents pro-rated vesting of MSU grants awarded February 2, 2012, March 12, 2012 and February 1, 2013. Actual payment for MSUs granted February 2, 2012 would occur following February 2, 2014 and February 2, 2015; actual payment for MSUs granted March 12, 2012 would occur following March 12, 2014 and March 12, 2015; actual payment for MSUs granted February 1, 2013 would occur following February 1, 2016. Payment would occur in shares of Common Stock, net of taxes, based on the average closing price of the Common Stock for the respective final 30 trading day periods ending on the February 2, 2014, February 2, 2015, March 12, 2014, March 12, 2015 and February 1, 2016 vesting dates, each of which is assumed to be $68.59.*

(3) *Represents full vesting of the PSU grants awarded February 2, 2012 and March 12, 2012; and the PSU grant awarded February 1, 2013 subject to performance Period One. Actual payment would occur following February 2, 2014, March 12, 2014 and February 1, 2015, respectively, in shares of Common Stock, net of taxes. The Compensation Committee determined that the PSU grants awarded February 2, 2012 and March 12, 2012 subject to performance Period One performed at the below target level (81.67%) and subject to performance Period Two performed at the above target level (119.12%), respectively. The Compensation Committee determined that the PSU grant awarded February 1, 2013 subject to performance Period One performed at the above target level (127.08%). The PSU grant awarded February 1, 2013 subject to performance Period Two is forfeited.*

(4) *Represents full accelerated vesting of all outstanding unvested equity awards. PSUs would vest at the greater of target or actual Company performance as of the date of the Change in Control (as defined in Mr. Guertin s equity award agreements). MSU value assumes the average closing price of the Common Stock for the final 30 trading days of each of the applicable vesting periods is $68.59.*

(5) Unvested MSUs and PSUs are subject to forfeiture if there is a termination by Aetna for cause (as defined in the applicable award agreement).

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William J. Casazza

The following table reflects additional payments that would be made to Mr. Casazza upon termination of his employment on December 31, 2013, under various scenarios. Mr. Casazza s equity award agreements define Change in Control as the occurrence of any of the following events: (a) a person or group acquires 20% or more of the combined voting power of the Company s then outstanding securities; (b) during any period of 24 consecutive months, the individuals who, at the beginning of

such period, constitute the Board cease for any reason (other than death) to constitute a majority of the Board, unless any such new Director was elected, recommended or approved by at least two-thirds of the other Directors then in office; or (c) a transaction requiring shareholder approval for the acquisition of the Company by an entity other than the Company or a subsidiary of the Company through the purchase of assets, or by merger, or otherwise.

Payment Type	Retirement or Voluntary Termination by Mr. Casazza	Termination by Aetna without Cause	Termination after Change-in-Control	Termination by Aetna for Cause	Death or Disability
Base Salary	$ 0	$ 525,360(1)	$ 525,360(1)	$ 0	$ 0
Bonus	0	0	0	0	0
Long-term Incentive					
MSUs	3,291,154(2)	3,291,154(2)	6,147,653(4)	0(5)	3,291,154(2)
PSUs	1,535,044(3)	1,535,044(3)	2,069,155(4)	0(5)	1,535,044(3)
TOTAL	**$ 4,826,198**	**$ 5,351,558**	**$ 8,742,168**	**$ 0**	**$ 4,826,198**

(1) Represents 52 weeks of base salary continuation. Amounts would be paid bi-weekly during the severance period.

(2) Represents pro-rated vesting of MSU grants awarded February 2, 2012 and February 1, 2013. Actual payment for MSUs granted February 2, 2012 would occur following February 2, 2014 and February 2, 2015; actual payment for MSUs granted February 1, 2013 would occur following February 1, 2016. Payment would occur in shares of Common Stock, net of taxes, based on the average closing price of the Common Stock for the respective final 30 trading day periods ending on the February 2, 2014, February 2, 2015 and February 1, 2016 vesting dates, each of which is assumed to be $68.59.

(3) Represents full vesting of the PSU grant awarded February 2, 2012; and the PSU grant awarded February 1, 2013 subject to performance Period One. Actual payment would occur following February 2, 2014 and February 1, 2015, respectively, in shares of Common Stock, net of taxes. The Compensation Committee determined that the PSU grant awarded February 2, 2012 subject to performance Period One and performance Period Two performed at the below target level (81.67%) and above target level (119.12%), respectively. The Compensation Committee determined that the PSU grant awarded February 1, 2013 subject to performance Period One performed at the above target level (127.08%). The PSU grant awarded February 1, 2013 subject to performance Period Two is forfeited.

(4) Represents full accelerated vesting of all outstanding unvested equity awards. PSUs would vest at the greater of target or actual Company performance as of the date of the Change in Control (as defined in Mr. Casazza s equity award agreements). MSU value assumes the average closing price of the Common Stock for the final 30 trading days of each of the applicable vesting periods is $68.59.

(5) *Unvested MSUs and PSUs are subject to forfeiture if there is a termination by Aetna for cause (as defined in the applicable award agreement).*

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Margaret M. McCarthy

The following table reflects additional payments that would be made to Ms. McCarthy upon termination of her employment on December 31, 2013, under various scenarios. Ms. McCarthy s equity award agreements define Change in Control as the occurrence of any of the following events: (a) a person or group acquires 20% or more of the combined voting power of the Company s then outstanding securities; (b) during any period of 24 consecutive months, the individuals who, at the beginning of

such period, constitute the Board cease for any reason (other than death) to constitute a majority of the Board, unless any such new Director was elected, recommended or approved by at least two-thirds of the other Directors then in office; or (c) a transaction requiring shareholder approval for the acquisition of the Company by an entity other than the Company or a subsidiary of the Company through the purchase of assets, or by merger, or otherwise.

Payment Type	Retirement or Voluntary Termination by Ms. McCarthy	Termination by Aetna without Cause	Termination after Change-in-Control	Termination by Aetna for Cause	Death or Disability
Base Salary	$ 0	$ 484,904(1)	$ 484,904(1)	$ 0	$ 0
Bonus	0	0	0	0	0
Long-term Incentive					
MSUs	4,309,578(2)	4,309,578(2)	8,050,271(4)	0(5)	4,309,578(2)
PSUs	2,010,167(3)	2,010,167(3)	2,709,579(4)	0(5)	2,010,167(3)
TOTAL	**$ 6,319,745**	**$ 6,804,649**	**$ 11,244,754**	**$ 0**	**$ 6,319,745**

(1) Represents 40 weeks of base salary continuation. Amounts would be paid bi-weekly during the severance period.

(2) Represents pro-rated vesting of MSU grants awarded February 2, 2012 and February 1, 2013. Actual payment for MSUs granted February 2, 2012 would occur following February 2, 2014 and February 2, 2015; actual payment for MSUs granted February 1, 2013 would occur following February 1, 2016. Payment would occur in shares of Common Stock, net of taxes, based on the average closing price of the Common Stock for the respective final 30 trading day periods ending on the February 2, 2014, February 2, 2015 and February 1, 2016 vesting dates, each of which is assumed to be $68.59.

(3) Represents full vesting of the PSU grant awarded February 2, 2012; and the PSU grant awarded February 1, 2013 subject to performance Period One. Actual payment would occur following February 2, 2014 and February 1, 2015, respectively, in shares of Common Stock, net of taxes. The Compensation Committee determined that the PSU grant awarded February 2, 2012 subject to performance Period One and performance Period Two performed at the below target level (81.67%) and above target level (119.12%), respectively. The Compensation Committee determined that the PSU grant awarded February 1, 2013 subject to performance Period One performed at the above target level (127.08%). The PSU grant awarded February 1, 2013 subject to performance Period Two is forfeited.

(4) Represents full accelerated vesting of all outstanding unvested equity awards. PSUs would vest at the greater of target or actual Company performance as of the date of the Change in Control (as defined in Ms. McCarthy s equity award agreements). MSU value assumes the average closing price of the Common Stock for the final 30 trading days of each of the applicable vesting periods is $68.59.

(5) *Unvested MSUs and PSUs are subject to forfeiture if there is a termination by Aetna for cause (as defined in the applicable award agreement).*

EXECUTIVE COMPENSATION

Karen S. Rohan

The following table reflects additional payments that would be made to Ms. Rohan upon termination of her employment on December 31, 2013, under various scenarios. Ms. Rohan s equity award agreements define Change in Control as the occurrence of any of the following events: (a) a person or group acquires 20% or more of the combined voting power of the Company s then outstanding securities; (b) during any period of 24 consecutive months, the individuals who, at the beginning of such period,

constitute the Board cease for any reason (other than death) to constitute a majority of the Board, unless any such new Director was elected, recommended or approved by at least two-thirds of the other Directors then in office; or (c) a transaction requiring shareholder approval for the acquisition of the Company by an entity other than the Company or a subsidiary of the Company through the purchase of assets, or by merger, or otherwise.

Payment Type	Retirement or Voluntary Termination by Ms. Rohan	Termination by Aetna without Cause	Termination after Change-in-Control	Termination by Aetna for Cause	Death or Disability
Base Salary	$ 0	$ 675,000(1)	$ 675,000(1)	$ 0	$ 0
Bonus	0	0	0	0	0
Long-term Incentive					
RSUs	0	2,455,796(2)	2,455,796(5)	0(6)	2,455,796(7)
MSUs	0	2,598,738(3)	5,786,047(5)	0(6)	2,598,738(3)
PSUs	0	1,455,686(4)	1,945,007(5)	0(6)	1,455,686(4)
TOTAL	**$ 0**	**$ 7,185,220**	**$ 10,861,850**	**$ 0**	**$ 6,510,220**

(1) Represents 52 weeks of base salary continuation. Amounts would be paid bi-weekly during the severance period.

(2) Represents continued vesting of a RSU grant awarded July 23, 2012.

(3) Represents pro-rated vesting of MSU grants awarded July 23, 2012 and February 1, 2013. Actual payment for MSUs granted July 23, 2012 would occur following July 23, 2014 and July 23, 2015; actual payment for MSUs granted February 1, 2013 would occur following February 1, 2016. Payment would occur in shares of Common Stock, net of taxes, based on the average closing price of the Common Stock for the respective final 30 trading day periods ending on the July 23, 2014, July 23, 2015 and February 1, 2016 vesting dates, each of which is assumed to be $68.59.

(4) Represents full vesting of the PSU grant awarded July 23, 2012; and the PSU grant awarded February 1, 2013 subject to performance Period One. Actual payment would occur following July 23, 2014 and February 1, 2015, respectively, in shares of Common Stock, net of taxes. The Compensation Committee determined that the PSU grant awarded July 23, 2012 subject to performance Period One and performance Period Two performed at the below target level (81.67%) and above target level (119.12%), respectively. The Compensation Committee determined that the PSU grant awarded February 1, 2013 subject to performance Period One performed at the above target level (127.08%). The PSU grant awarded February 1, 2013 subject to performance Period Two is forfeited.

(5)

Represents full accelerated vesting of all outstanding unvested equity awards. PSUs would vest at the greater of target or actual Company performance as of the date of the Change in Control (as defined in Ms. Rohan s equity award agreements). MSU value assumes the average closing price of the Common Stock for the final 30 trading days of each of the applicable vesting periods is $68.59.

(6) *Unvested RSUs, MSUs and PSUs are subject to forfeiture if there is a termination by Aetna for cause (as defined in the applicable award agreement).*

(7) *Represents full accelerated vesting or continued vesting of a RSU grant awarded July 23, 2012, upon death or disability, respectively.*

Kristi Ann Matus

The following table reflects additional payments that were made to Ms. Matus upon her departure from Aetna and estimates of certain amounts that will be payable to Ms. Matus in the future.

Payment Type	Termination of Employment
Base Salary Continuation	$ 725,000(1)
Termination Payment	987,500(2)
COBRA Subsidy Payments	1,062
Outplacement Services	14,400
Long-term Incentive	
RSUs	1,954,541(3)
MSUs	1,833,274(4)
PSUs	913,139(5)
TOTAL	**$ 6,428,916**

(1) *Represents 52 weeks of base salary continuation. Amounts are paid bi-weekly during the severance period.*

(2) *Represents lump sum cash payment equal to the value of Ms. Matus s previously established target bonus for calendar year 2013 and an additional lump sum amount of $262,500.*

(3) *Represents continued vesting of a RSU grant awarded March 5, 2012.*

(4) *Represents pro-rated vesting of MSU grants awarded March 5, 2012 and February 1, 2013. Actual payment for MSUs granted March 5, 2012 would occur following March 5, 2014 and March 5, 2015; actual payment for MSUs granted February 1, 2013 would occur following February 1, 2016. Payment would occur in shares of Common Stock, net of taxes, based on the average closing price of the Common Stock for the respective final 30 trading day periods ending on the March 5, 2014, March 5, 2015 and February 1, 2016 vesting dates, each of which is assumed to be $68.59.*

(5) *Represents pro-rated vesting of the PSU grant awarded March 5, 2012; and the PSU grant awarded February 1, 2013 subject to performance Period One. Actual payment would occur following March 5, 2014 and February 1, 2015, respectively, in shares of Common Stock, net of taxes. The Compensation Committee determined that the PSU grant awarded March 5, 2012 subject to performance Period One and performance Period Two performed at the below target level (81.67%) and above target level (119.12%), respectively. The Compensation Committee determined that the PSU grant awarded February 1, 2013 subject to performance Period One performed at the above target level (127.08%). The PSU grant awarded February 1, 2013 subject to performance Period Two was forfeited.*

Agreements with Named Executive Officers

Aetna and Mr. Bertolini amended his amended and restated employment agreement effective August 4, 2013. The amendment extended the remaining term of the agreement to December 31, 2016, with automatic one-year extensions. Under his agreement, Mr. Bertolini is entitled to an annual salary of $1,000,000, and a full year target bonus opportunity of at least 300% of his base salary. If Aetna terminates Mr. Bertolini s employment other than for Cause (as defined in the agreement), death or disability, or Mr. Bertolini terminates his employment for Good Reason (as defined in the agreement), he will be entitled to 24 months of cash compensation (calculated as annual base salary and target cash bonus opportunity) plus a pro rata portion of his target cash bonus opportunity for the year of termination. Under certain circumstances the amounts payable to Mr. Bertolini following a change in control will be reduced to an amount that maximizes the net after tax amount retained by him to the extent permitted under Section 409A of the Code. Under the non-competition agreement entered into in July 2007 between Aetna and Mr. Bertolini, Mr. Bertolini agreed not to compete against the Company for a period of one year following termination of his employment. The applicable table above under Potential Post-Employment Payments reflects the provisions of Mr. Bertolini s agreements with Aetna.

Aetna entered into an agreement with Mr. Zubretsky at the time of his hire in February of 2007, which was last

amended effective December 17, 2008. The agreement provided for an annual salary of $700,000 and a full year target bonus opportunity of 100% of base salary. Mr. Zubretsky s base salary was increased to $850,000 effective as of April 8, 2013, and his target bonus opportunity was increased to 110% of base salary effective for performance year 2011. If Mr. Zubretsky s employment is involuntarily terminated by the Company other than for Cause (as defined in the agreement), his severance payment would be 12 months of base salary plus bonus at target. Aetna has agreed generally to make Mr. Zubretsky whole for certain excise taxes incurred as a result of payments made under his agreement or otherwise, although under certain circumstances Mr. Zubretsky has agreed to reduce the amounts payable to him to an amount that does not trigger any such excise taxes. Under the agreement, Mr. Zubretsky has agreed not to compete against the Company for a period of one year following

termination of his employment. The applicable table above under Potential Post-Employment Payments reflects the provisions of Mr. Zubretsky s agreement with Aetna.

Under his letter agreement with Aetna, Mr. Guertin was hired with an annual base salary of $500,000 and a target bonus opportunity of 80% of his base salary, and he agreed not to compete against the Company for a period of one year following termination of his employment. Mr. Guertin s base salary was increased to

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$700,000 and his target bonus opportunity was increased to 100% of his base salary upon his promotion to Chief Financial Officer. In addition, if Mr. Guertin s employment is involuntarily terminated under circumstances that would call for severance pay benefits and/or salary continuation benefits under the Company s severance and salary continuation plan then in effect, Mr. Guertin will receive payment for 52 weeks of salary continuation in lieu of amounts payable under such severance and salary continuation benefits plan. Also under the agreement, Aetna provided a one-time net payment of $50,000 to cover Mr. Guertin s temporary commuting and living expenses for up to a twelve month period, and Mr. Guertin is eligible for Aetna s Key Executive relocation assistance. If Mr. Guertin voluntarily elects to terminate his employment or is terminated from Aetna for any other reason other than job elimination within the first 12 months of his hire or transfer date (first day of work in new location), Mr. Guertin would be required to repay 100% of his relocation expenses paid by Aetna. If he voluntarily terminates his employment or is terminated from Aetna for any reason other than job elimination between 12 and 18 months after his hire or transfer date (first day of work in new location), Mr. Guertin would be required to repay 50% of his relocation expenses paid by Aetna. The applicable table above under Potential Post-Employment Payments reflects the provisions of Mr. Guertin s agreement with Aetna.

Under his agreement with Aetna, if Aetna involuntarily terminates Mr. Casazza s employment other than for misconduct, he is entitled to 12 months of salary continuation (or such greater amount as may be provided under the Company s severance program then in effect). In connection with his 2009 retention RSU award, Mr. Casazza has agreed not to compete against the Company for a period of one year following termination of his employment. The applicable table above under Potential Post-Employment Payments reflects the provisions of Mr. Casazza s agreements with Aetna.

In connection with her 2010 retention RSU award, Ms. McCarthy has agreed not to compete against the Company for a period of one year following termination of her employment. The applicable table above under Potential Post-Employment Payments reflects the provisions of Ms. McCarthy s agreement with Aetna.

Under her letter agreement with Aetna, Ms. Rohan was hired with an annual base salary of $600,000 and a target bonus opportunity of 90% of her base salary, and Aetna provided Ms. Rohan with a one-time payment of $135,000 (less applicable withholding and taxes) in recognition of her career move. If Ms. Rohan voluntarily terminated her employment or was terminated for misconduct within 12

months of her start date, she would have been required to repay that entire amount. If she voluntarily terminated her employment or was terminated for misconduct after 12 months but before 18 months following her start date, she would have been required to repay 50% of that amount. Effective April 8, 2013, Ms. Rohan s base salary was increased to $675,000, and her target bonus opportunity was increased to 100% of her base salary. If Ms. Rohan s employment is involuntarily terminated by the Company, other than for cause, she is entitled to 52 weeks of salary continuation in lieu of amounts payable under any Company severance and salary continuation benefits plan. Under her agreement, Ms. Rohan has agreed not to compete against the Company for a period of one year following termination of her employment. The applicable table above under Potential Post-Employment Payments reflects the provisions of Ms. Rohan s agreement with Aetna.

Aetna entered into an agreement with Ms. Matus in July of 2013 in connection with her termination of employment with the Company. Under this agreement, in lieu of consideration for a 2013 annual performance bonus, Ms. Matus was paid a lump-sum cash payment equal to the value of her previously-established target bonus for calendar year 2013, and an additional lump sum amount of $262,500. Ms. Matus will be paid 52 weeks of base salary continuation at her annual base salary in effect at the time of her departure and was eligible for continuation of group medical and dental benefits during the first nine weeks of her salary continuation period at active employee rates. Participation in all benefit programs stopped at the end of this nine-week period. However, Ms. Matus was eligible for the continuation of group medical and dental benefits for the applicable COBRA period, the first two months of which would be charged at subsidized (employee) rates. Thereafter, Ms. Matus would be charged regular (unsubsidized by Aetna) COBRA rates for the remainder of the COBRA continuation period. The applicable table above under Potential Post-Employment Payments reflects the provisions of Ms. Matus s agreement with Aetna. In addition, Ms. Matus will receive individual outplacement services for 12 months after her last day of employment at Aetna s expense. Her agreement also contains a release of claims against the Company and customary confidentiality and cooperation covenants and incorporates by reference any other covenants to which Ms. Matus may already be subject, including her agreement not to compete with the Company for one year following termination of her employment.

Job Elimination Benefits Plan

Aetna administers a Job Elimination Benefits Plan under which eligible employees, including Aetna s executive officers, terminated by Aetna due to re-engineering, reorganization or staff reduction efforts may receive a maximum of 52 weeks of continuing salary depending on years of service and pay level. Under certain circumstances, determined on a case-by-case basis, additional severance pay benefits may be granted for the purpose of inducing employment of senior officers or rewarding past service. The tables above under Potential Post-Employment Payments reflect any benefits payable under the Job Elimination Benefits Plan to the extent NEOs are not entitled to severance under individual agreements. Certain health and other employee benefits continue for part of the severance period.

The Board has approved provisions for certain benefits of eligible Company employees upon a change in control of

Aetna (as defined). The provisions provide that the Job Elimination Benefits Plan shall provide an enhanced benefit and shall become noncancelable for a period of two years following a change in control. Upon a change in control, stock options and other equity-based awards granted prior to January 1, 2010 and PSUs and MSUs granted on or after January 1, 2010 that have not yet vested will become vested and immediately exercisable, PSARs granted after January 1, 2013 that have not yet vested will continue to vest in accordance with the original terms of the grant, and bonuses payable under the Annual Incentive Plan will become payable based on the target award for participants. Upon a change in control, stock options, SARs and RSUs granted on or after January 1, 2010 vest upon a termination of employment by the Company other than for cause within 24 months after the change in control. Provision also has been made to maintain the aggregate value of specified benefits for one year following a change in control.

Equity Compensation Plans

The following table gives information about Common Stock that may be issued upon the exercise of options, SARs, PSARs, warrants and rights and any other outstanding awards under all of our equity compensation plans as of December 31, 2013. In 2013, executive tier participants

annual grant equity-based incentive value was granted 30% in PSUs and 70% in MSUs. PSUs and MSUs are delivered in shares, net of taxes, after final performance is reviewed and approved and the awards have vested.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights[3] (a)	Weighted-average exercise price of outstanding options, warrants and rights[4] (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in

			column (a)[5]
			(c)
Equity compensation plans approved by security holders[1]	17,077,798	$ 45.20	17,746,787
Equity compensation plans not approved by security holders[2]	1,509,209	$ 27.51	0
TOTAL	**18,587,007**	**N/A**	**17,746,787**

(1) Consists of the Aetna Inc. 2000 Stock Incentive Plan (the 2000 Stock Plan), the 2010 Stock Plan, the Aetna Inc. 2010 Non-Employee Director Compensation Plan (the 2010 Director Plan) and the 2011 Employee Stock Purchase Plan (the 2011 ESPP).

(2) Consists of the Aetna Inc. 2002 Stock Incentive Plan and the Aetna Inc. 2000 Non-Employee Director Compensation Plan. No shares of Common Stock are available for future awards under either Plan.

(3) Consists of all outstanding awards under the applicable plans, including stock options, SARs, PSARs, RSUs, PSUs, MSUs and other stock-based awards. Amount shown assumes maximum performance for all outstanding PSUs granted in 2012 and 2013, all outstanding MSUs granted in 2012 and 2013 and all outstanding PSARs.

(4) Amounts in this column do not take into account outstanding MSUs, PSUs or RSUs.

(5) Consists of 12,880,641 shares of Common Stock available for future issuance under the 2010 Stock Plan; 274,239 shares of Common Stock available for future issuance under the 2010 Director Plan; and 4,591,907 shares of Common Stock available for future issuance under the 2011 ESPP. Shares available under the 2010 Stock Plan and the 2010 Director Plan may become the subject of future awards in the form of stock options, SARs, PSARs, restricted stock, RSUs, PSUs, MSUs and other stock-based awards. Only shares of Common Stock are issuable under the 2011 ESPP. As of December 31, 2013, employees had committed an aggregate of approximately $5.5 million to purchase Common Stock under the 2011 ESPP. This purchase will occur on June 6, 2014, at a purchase price equal to 95% of the fair market value of the Common Stock on the purchase date.

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2002 Stock Incentive Plan

The Aetna Inc. 2002 Stock Incentive Plan (the Prior Stock Plan) was replaced by the 2010 Stock Plan. The Prior Stock Plan was designed to promote our interests and those of our shareholders and to further align the interests of shareholders and employees by tying awards to total return to shareholders, enabling plan participants to acquire additional equity interests in Aetna and providing compensation opportunities dependent upon our performance. The Prior Stock Plan has not been submitted to shareholders for approval and expired on January 25, 2012. No shares of Common Stock remain available for future awards under the Prior Stock Plan.

Under the Prior Stock Plan, eligible participants formerly could be granted stock options to purchase shares of Common Stock, SARs, time vesting and/or performance vesting incentive stock or incentive units and other stock-based awards. At December 31, 2013, the maximum number of shares of Common Stock that may be issued under the awards outstanding under the Prior Stock Plan was 1,124,949 shares, subject to adjustment for corporate transactions, and no shares remained available for future awards. If an award under the Prior Stock Plan is paid solely in cash, no shares are deducted from the number of shares available for issuance.

2000 Non-Employee Director Compensation Plan

The Aetna Inc. 2000 Non-Employee Director Plan (the Prior Director Plan) was replaced by the Aetna Inc. 2010 Non-Employee Director Compensation Plan. The Prior Director Plan permitted Aetna s eligible Directors to receive shares of Common Stock, deferred stock units, RSUs and other stock-based awards in recognition of their contributions. The Prior Director Plan was not submitted to shareholders for approval and expired on April 30, 2010. No shares of

Common Stock remain available for future awards under the Prior Director Plan. At December 31, 2013, the maximum number of shares of Common Stock that may be issued under the awards outstanding under the Prior Director Plan was 384,260 shares, subject to adjustment for corporate transactions, and no shares remained available for future awards.

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COMPENSATION COMMITTEE REPORT

The Board has determined in its business judgment that all members of the Compensation Committee meet the independence requirements set forth in the NYSE listing standards and in Aetna s Director Independence Standards.

The Committee operates pursuant to a Charter that was last amended and restated by the Board on January 31, 2014 and reviewed by the Committee on January 29, 2014. The Compensation Committee Charter can be found at **www.aetna.com/investors-aetna/governance/committees.html.**

The Compensation Committee has reviewed and discussed the Company s Compensation Discussion and Analysis

included in this Proxy Statement with management. Based on this review and discussion, the Committee has recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

The Committee on Compensation and Talent Management

Roger N. Farah, *Chair*

Frank M. Clark

Barbara Hackman Franklin

Jeffrey E. Garten

Edward J. Ludwig

REPORT OF THE AUDIT COMMITTEE

The Board has determined in its business judgment that all members of the Audit Committee meet the independence, financial literacy and expertise requirements for audit committee members set forth in the NYSE listing standards. Additionally, the Board has determined in its business judgment that each Committee member, based on his or her background and experience (including that described in this Proxy Statement), has the requisite attributes of an audit committee financial expert as defined by the SEC.

The Committee assists the Board in its oversight of (1) the integrity of the financial statements of the Company, (2) the qualifications and independence of the Company s independent registered public accounting firm (the Independent Accountants), (3) the performance of the Company s internal audit function and the Independent Accountants, and (4) the compliance by the Company with legal and regulatory requirements. The Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the Independent Accountants and any other accounting firm engaged to perform audit, review or attest services (including the resolution of any disagreements between management and any auditor regarding financial reporting). The Independent Accountants and any other such accounting firm report directly to the Committee.

The Committee operates pursuant to a Charter that was last amended and restated by the Board on January 18, 2013 and last reviewed by the Committee on December 5, 2013. The Audit Committee Charter can be found at **www.aetna.com/investors-aetna/governance/committees.html.**

As set forth in the Audit Committee Charter, Aetna s management is responsible for the preparation,

presentation and integrity of Aetna s financial statements and management s annual assessment of Aetna s internal control over financial reporting. Aetna s management is responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The Independent Accountants are responsible for planning and carrying out proper annual audits and quarterly reviews of Aetna s financial statements. In conjunction with the Company s annual report, the Independent Accountants express an opinion as to the conformity of the Company s financial statements with U.S. generally accepted accounting principles and the effectiveness of the Company s internal control over financial reporting. The Independent Accountants also provide review reports regarding the Company s quarterly financial statements.

In the performance of its oversight function, the Committee has reviewed and discussed the Company s audited financial statements for 2013 with management and the Independent Accountants. The Committee has also discussed with the Independent Accountants the matters required to be discussed by the Statement on Auditing Standards No. 61, as amended (AICPA Professional Standards, Vol. 1, AU section 380), as adopted by the Public Company Accounting Oversight Board (United States) and Rule 3200T and/or Auditing Standard No. 16, Communications with Audit Committees, as adopted by the Public Company Accounting Oversight Board (United States). The Committee has also received the written disclosures and the letter from the Independent Accountants required by applicable requirements of the

Public Company Accounting Oversight Board regarding the Independent Accountants communications with the Committee concerning independence, and has discussed with the Independent Accountants their independence.

Members of the Committee are not employees of Aetna and, as such, it is not the duty or responsibility of the Committee or its members to conduct auditing or accounting reviews or procedures. In performing their oversight responsibility, members of the Committee rely on information, opinions, reports and statements, including financial statements and other financial data, prepared or presented by officers or employees of Aetna, legal counsel, the Independent Accountants or other persons with professional or expert competence. Accordingly, the Committee s oversight does not provide an independent basis to determine that management has maintained appropriate accounting and financial reporting principles and policies, or internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, the Committee s considerations and discussions referred to above do not assure that the audit of

the Company s financial statements by the Independent Accountants has been carried out in accordance with the standards of the Public Company Accounting Oversight Board (United States), that the Company s financial statements are presented in accordance with U.S. generally accepted accounting principles, that the Company s internal control over financial reporting is effective or that the Independent Accountants are in fact independent.

Based upon the reports, review and discussions described in this Report, and subject to the limitations on the role and responsibilities of the Committee, certain of which are referred to above and in its Charter, the Committee recommended to the Board that the audited financial statements be included in Aetna s Annual Report on Form 10-K for the year ended December 31, 2013 filed with the SEC.

The Audit Committee

Richard J. Harrington, *Chair*

Fernando Aguirre

Ellen M. Hancock

Joseph P. Newhouse

II. APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has appointed KPMG LLP to audit the Company s consolidated financial statements for 2014. The Audit Committee and the Board recommend that shareholders approve KPMG LLP as the Company s independent registered public accounting firm (the Independent Accountants) for 2014. Representatives of the firm are expected to be available at the Annual Meeting to make a statement if the firm desires and to respond to appropriate questions.

Nonaudit Services and Other Relationships Between the Company and the Independent Registered Public Accounting Firm

The Company s practice is not to have its Independent Accountants provide financial information systems design and implementation consulting services. Instead, these services are provided by other accounting or consulting firms. Other types of permissible consulting services have been provided by the Independent Accountants or other accounting and consulting firms from time to time. All new services provided by the

Independent Accountants must be approved in advance by the Audit Committee regardless of the size of the engagement. The Chair of the Audit Committee may approve any proposed engagements that arise between Committee meetings, provided that any such

decision is presented to the full Committee at its next scheduled meeting.

In addition, management may not hire as an employee a person who within the last three years was an employee of the Independent Accountants and participated in the audit engagement of the Company s financial statements if the hiring is prohibited by SEC rules or if the Audit Committee determines that the hiring of such person would impair the independence of the Independent Accountants. The independence of the Independent Accountants is considered annually by the Audit Committee and Board.

Fees Incurred for 2013 and 2012 Services Performed by the Independent Registered Public Accounting Firm

The table below provides details of the fees paid to KPMG LLP by the Company for services rendered in 2013 and 2012. All such services were approved in advance by the Audit Committee or the Chair of the Audit Committee. As shown in the table below, audit and audit-related fees totaled approximately 98% and 96% of the aggregate fees paid to KPMG LLP for 2013 and 2012, respectively, and tax and other fees made up the remainder. There were no other fees paid to KPMG LLP in 2013.

	2013	2012
Audit Fees[(1)]	$ 13,393,640	$ 9,467,500
Audit-Related Fees[(2)]		
Servicing Reports/Internal Controls	861,000	765,000
Employee Benefit Plan Audits	254,000	97,000
Audit/Attest Services Not Required by Statute or Regulation	52,000	52,000
	$ 14,560,640	$ 10,381,500
Tax Fees[(3)]	284,600	323,000
All Other Fees[(4)]	0	129,000
Total Fees	$ 14,845,240	$ 10,833,500

(1) *Audit Fees include all services performed to comply with generally accepted auditing standards and services that generally only the Independent Accountants can provide, such as comfort letters, statutory audits, attest services, consents and assistance with, and review of, documents filed with the SEC. For the Company, these fees include the integrated audit of the Company s consolidated financial statements and the effectiveness of internal control over financial reporting, quarterly reviews, statutory audits of the Company s subsidiaries required by statute or regulation, attest services required by applicable law, comfort letters in connection with debt issuances, consents and assistance with, and review of, documents filed with the SEC.*

(2) *Audit-Related Fees are for audit and related attest services that traditionally are performed by the Independent Accountants, and include servicing reports, employee benefit plan audits, and audits or agreed-upon procedures that are not required by applicable law. Servicing reports represent reviews of the Company s claim administration and certain health data processing functions that are provided to customers.*

(3) *Tax Fees include all services performed by professional staff in the Independent Accountants tax division for tax return and related compliance services, except for those tax services related to the audit.*

(4) *All Other Fees are for assistance with a data center consolidation cost study.*

The affirmative vote of a majority of the votes cast is required for approval of the appointment of KPMG LLP as the Company s independent registered public accounting firm for 2014. The Audit Committee and the Board recommend a vote FOR the approval of KPMG LLP as the Company s independent registered public

accounting firm for 2014. If you complete the enclosed proxy card, unless you direct to the contrary on that card, the shares represented by that proxy card will be voted FOR approval of the appointment of KPMG LLP as the Company s independent registered public accounting firm for 2014.

III. APPROVAL OF AMENDMENTS TO AETNA S ARTICLES OF INCORPORATION AND BY-LAWS TO ELIMINATE SUPERMAJORITY VOTING PROVISIONS

Aetna is requesting that shareholders approve amendments to Article 11 of Aetna s Amended and Restated Articles of Incorporation (the Articles) and Section 5.02 of Aetna s Amended and Restated By-Laws (the By-Laws) that would eliminate the supermajority voting provisions contained in the Articles and the By-Laws.

Currently, Article 11(b) of the Articles applies a supermajority voting standard for shareholders to approve amendments to certain sections of the Articles. The Board has approved and recommends shareholder approval of an amendment to Article 11 of the Articles to eliminate the supermajority voting provisions. If approved by shareholders, the result of the amendment would be to reduce the shareholder approval requirement from the current supermajority voting standard of at least two-thirds of the votes that all voting shareholders are entitled to be cast at a meeting, to a majority of votes cast at a meeting (a simple majority). The text of Article 11 of the Articles marked to show the

proposed changes that will become effective if Aetna s shareholders approve the proposed amendment to Article 11 of the Articles is set forth on page B-7 of Annex B to this Proxy Statement.

Currently, Section 5.02 of the By-Laws applies a supermajority voting standard for shareholders to approve the amendment or repeal of certain sections of the By-Laws. The Board recommends that shareholders approve an amendment to Section 5.02 of the By-Laws to eliminate those supermajority voting provisions. If approved by shareholders, the result of the amendment would be to reduce the shareholder approval requirement from the current supermajority voting standard of at least two-thirds of the votes that all voting shareholders are entitled to cast at a meeting, to a simple majority. The text of Section 5.02 of the By-Laws marked to show the proposed changes that will become effective if Aetna s shareholders approve the proposed amendment to Section 5.02 of the By-Laws is set forth on page C-6 of Annex C to this Proxy Statement.

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IV. APPROVAL OF AN AMENDMENT TO AETNA S ARTICLES OF INCORPORATION TO PROVIDE HOLDERS OF AT LEAST 25% OF THE VOTING POWER OF ALL OUTSTANDING SHARES THE RIGHT TO CALL A SPECIAL MEETING OF SHAREHOLDERS

The Board urges each shareholder to read carefully the complete text of the Articles and By-Laws as they will be amended if the proposed amendments to Article 11 of the Articles and Section 5.02 of the By-Laws are approved by shareholders. The description of the amendments described herein is qualified in its entirety by reference to the full text of the Articles and By-Laws as they are proposed to be amended.

At Aetna s 2013 Annual Meeting, a shareholder proposal addressing this topic was approved by our shareholders. Following the 2013 Annual Meeting, the Board reviewed best practice voting standards and requested that management discuss the 2013 shareholder proposal with the Company s largest shareholders to solicit their views on the issues presented. After careful consideration, including a review of the views expressed by the Company s largest shareholders, the Board determined that it would be in the best interests of the Company and its shareholders to eliminate the existing supermajority voting provisions in Article 11 of the Articles and Section 5.02 of the By-Laws. If approved by shareholders, the impact of the amendments will be that all matters in the Articles and By-Laws that now require a supermajority vote for approval will instead require a simple majority vote for approval.

The proposed amendment does not change the voting standard of Article 11(a) of the Articles. Article 11(a) of the Articles requires the affirmative vote of at least a majority of the votes that all voting shareholders, voting as a single class, are entitled to cast for the approval of certain business combinations and other specified transactions (including mergers, share exchanges or a sale of substantially all of the assets of the Company which are required to be adopted by shareholders) or any amendment or appeal of Article 11(a). Such transactions and amendments also would require the affirmative vote of any class or series of Aetna s shares required by the terms of such class or series if such a class or series were

outstanding. The Board determined not to modify the

threshold for approving these transactions given their extraordinary nature. The Board believes the existing voting standard outlined in Article 11(a) ensures that these extraordinary corporate actions are taken only when there is a clear consensus of Aetna s shareholders. The Board considered the fact that the majority of outstanding voting power voting standard is the statutory minimum in several states for the approval of mergers and other fundamental corporate transactions, including in the states of Delaware, New York and California. In addition, Aetna discussed its response to the 2013 shareholder proposal with its largest shareholders.

If the proposed amendment to Article 11 of the Articles is approved by Aetna s shareholders it will become effective upon the filing of articles of amendment with the Commonwealth of Pennsylvania Department of State. We would file those articles of amendment promptly after the 2014 Annual Meeting. If the proposed amendment to Section 5.02 of the By-Laws is approved by Aetna s shareholders, it will become effective upon such approval.

The affirmative vote of at least two-thirds of the votes that all voting shareholders voting as a single class are entitled to cast is required for approval of the proposed amendments to Article 11 of the Articles and Section 5.02 of the By-Laws to eliminate the supermajority voting provisions thereof.

The Board recommends a vote FOR the proposed amendments to Article 11 of the Articles and Section 5.02 of the By-Laws to eliminate the supermajority voting provisions thereof. If you complete the enclosed proxy card, unless you direct to the contrary on that card, the shares represented by that proxy card will be voted FOR the approval of the proposed amendments to Article 11 of the Articles and Section 5.02 of the By-Laws to eliminate the supermajority voting provisions thereof.

IV. APPROVAL OF AN AMENDMENT TO AETNA S ARTICLES OF INCORPORATION TO PROVIDE HOLDERS OF AT LEAST 25% OF THE VOTING POWER OF ALL

OUTSTANDING SHARES THE RIGHT TO CALL A SPECIAL MEETING OF SHAREHOLDERS

Aetna is requesting that shareholders approve an amendment to Article 8(a) of the Articles that would provide holders of at least 25% of the voting power of all of

Aetna s outstanding shares the right to call a special meeting of shareholders as outlined below.

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IV. APPROVAL OF AN AMENDMENT TO AETNA S ARTICLES OF INCORPORATION TO PROVIDE HOLDERS OF AT LEAST 25% OF THE VOTING POWER OF ALL OUTSTANDING SHARES THE RIGHT TO CALL A SPECIAL MEETING OF SHAREHOLDERS

Currently, Article 8(a) of the Articles provides shareholders entitled to vote at least two-thirds of the voting power of Aetna s outstanding shares the right to call a special meeting of shareholders. The Board has approved and recommends shareholder approval of an amendment to Article 8(a) of the Articles to provide a shareholder or shareholders entitled to vote at least 25% of the voting power of Aetna s outstanding shares the right to call a special meeting of shareholders, subject to the procedures and other requirements set forth in the By-Laws. Article 8(a) also would be amended to provide that Section 1756(b)(1) of the Pennsylvania Business Corporation Law shall not apply to the election of a Director at a special meeting requested by shareholders. This change ensures that Directors may only be elected at such a meeting when a quorum consisting of a majority of the votes that all outstanding shares are entitled to cast is present. The text of Article 8(a) of the Articles marked to show the proposed changes that will become effective if Aetna s shareholders approve the proposed amendment to Article 8(a) of the Articles is set forth on page B-6 of Annex B to this Proxy Statement.

The proposed amendment was approved by the Board after a careful review of the ongoing evolution of corporate governance practices and in response to views expressed by some of the Company s largest shareholders. The Board believes that establishing a voting power threshold of at least 25% strikes an appropriate balance between enhancing the rights of shareholders and protecting against the risk that a small minority of shareholders could call a special meeting (and cause Aetna to incur the resulting significant financial expense and administrative burden of holding a special meeting). We will continue to maintain our existing governance mechanisms that afford management and the Board the ability to respond to proposals and concerns of all shareholders, regardless of the level of share ownership.

If the proposed amendment to Article 8(a) of the Articles is approved by shareholders, promptly following the 2014 Annual Meeting and the effectiveness of the amendment to Article 8(a) of the Articles, the Board will amend Sections 1.03 and 1.04 of the By-Laws to address procedural issues in connection with the exercise of the shareholders right to call a special meeting. The text of amended Section 1.04(b) contains details of the percentage of voting power calculation and various informational requirements, timing and other mechanisms that are intended to minimize the risk of potential abuse, cost and distraction that would result from multiple shareholder meetings being held in a short time period, or from multiple meetings being held to consider matters that have been substantially addressed in the recent past, that are slated to be substantially addressed in the near future or that are not properly within the scope of matters that may be acted on by shareholders.

Among other matters, the amendment to Section 1.04(b) of the By-Laws measures share ownership on a net long basis. Generally, the net long determination of a shareholder s beneficial ownership for the purpose of being qualified to request a special meeting would exclude shares that the shareholder has no power to vote and would reduce a shareholder s ownership to the extent that such shareholder or certain related persons have hedged their investments in Aetna shares through derivative securities, short-selling or similar behavior. The determination of a shareholder s net long beneficial ownership would be made by the Board in its good faith discretion. The amendment to Section 1.04(b) also would impose certain procedural requirements on shareholders seeking to exercise the right to request a special meeting.

The text of Sections 1.03 and 1.04 of the By-Laws marked to show the proposed changes that the Board will adopt if Aetna s shareholders approve the proposed amendment to Article 8(a) of the Articles is set forth beginning on page C-1 of Annex C to this Proxy Statement. The Board urges each shareholder to read carefully the complete text of the Articles and By-Laws as they will be amended if the proposed amendment to Article 8(a) of the Articles is approved by shareholders. The description of the amendments described herein is qualified in its entirety by reference to the full text of the Articles and By-Laws as they are proposed to be amended.

If the proposed amendment to Article 8(a) of the Articles is approved by Aetna s shareholders, it will become effective upon the filing of articles of amendment with the Commonwealth of Pennsylvania Department of State. We would file those articles of amendment promptly after the 2014 Annual Meeting.

The affirmative vote of at least two-thirds of the votes that all voting shareholders voting as a single class are entitled to cast is required for approval of the proposed amendment to Article 8(a) of the Articles to provide holders of at least 25% of the voting power of all outstanding shares the right to call a special meeting of shareholders.

The Board recommends a vote FOR the proposed amendment to Article 8(a) of the Articles to provide holders of at least 25% of the voting power of all outstanding shares the right to call a special meeting of shareholders. If you complete the enclosed proxy card, unless you direct to the contrary on that card, the shares represented by that proxy card will be voted FOR approval of the proposed amendment to Article 8(a) of the Articles to provide holders of at least 25% of the voting power of all outstanding shares the right to call a special meeting of shareholders.

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V. APPROVAL OF THE AMENDMENT OF THE AMENDED AETNA INC. 2010 STOCK INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES AUTHORIZED TO BE ISSUED UNDER THE PLAN

V. APPROVAL OF THE AMENDMENT OF THE AMENDED AETNA INC. 2010 STOCK INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES AUTHORIZED TO BE ISSUED UNDER THE PLAN

Subject to shareholder approval at the Annual Meeting, on February 27, 2014, the Board, on the recommendation of the Compensation Committee, unanimously approved an amendment (the Amendment) of the Amended Aetna Inc. 2010 Stock Incentive Plan (the 2010 Stock Plan), to be effective as of May 30, 2014, the date of the Annual Meeting. The Amendment increases the number of shares authorized to be issued under the 2010 Stock Plan from 22,000,000 to 27,287,000. The Board of Directors recommends and requests that the shareholders approve the Amendment by approving the following resolution at the Annual Meeting:

Resolved: That the first sentence of Section 4(a) of the Amended Aetna Inc. 2010 Stock Incentive Plan is hereby amended and restated to read in its entirely as follows: The maximum number of shares of Common Stock in respect of which awards may be made under the Plan shall be a total of 27,287,000 shares of Common Stock.

The principal features of the 2010 Stock Plan are summarized below. Shareholders should read the full text of the 2010 Stock Plan provided in Annex D to this Proxy Statement for a complete description of its legal terms and conditions. The summary below is subject in all respects to

the actual terms of the 2010 Stock Plan. Annex D is marked to show the Amendment proposed to be approved by Aetna s shareholders.

We currently maintain two stock compensation plans under which future equity awards may be granted: the 2010 Stock Plan and the 2010 Non-Employee Director Compensation Plan (the 2010 Director Plan), which together we refer to as the Current Plans. As of March 28, 2014, there were 10,032,289 shares available for future awards under the Current Plans. Of that number, 9,759,025 shares were available under the 2010 Stock Plan and 273,264 shares were available under the 2010 Director Plan. The 2010 Director Plan expires on May 21, 2020.

As of March 28, 2014, there were outstanding under the Current Plans stock options, SARs and PSARs with respect to 10,059,603 shares of Common Stock, with a weighted average exercise price of $48.03 and a weighted average remaining term of 4.37 years. None of the outstanding stock options, SARs or PSARs are entitled to dividends or dividend equivalents. In addition, as of March 28, 2014, there were 6,327,713 full-value awards outstanding under the Current Plans, as illustrated in the table below:

Type of Full-Value Award	Outstanding Full-Value Awards	Weighted Average Fair Value
Restricted Stock Units	2,888,575	$58.98
Performance Stock Units	1,117,736	$58.15
Market Stock Units	2,321,402	$54.01
TOTAL	**6,327,713**	**$57.01**

Upon shareholder approval of the Amendment, the shares remaining available for future awards under the 2010 Stock Plan will increase from approximately 9.8 million to approximately 15.0 million. If the Amendment is not approved by the shareholders, we will continue to grant awards under the 2010 Stock Plan while it remains in effect and to the extent shares are available. The table below provides the approximate number of shares available for

future awards under the Current Plans prior to the Amendment and those that would be available following approval of the Amendment, each as of the date of the Annual Meeting. The number of shares requested considers our desire to maintain an average multi-year burn rate below 3%; maintain a reasonable incremental dilution to shareholders (1.5%); and limit our long-term share consumption associated with equity compensation.

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	Shares Remaining Available for Future Equity Awards *at March 28, 2014*	
	Prior to Shareholder	Following Shareholder
Stock Compensation Plan	**Approval**	**Approval**
2010 Stock Plan	9,759,025	15,046,025
2010 Director Plan	273,264	273,264
TOTAL	**10,032,289**	**15,319,289**
COMMON SHARES OUTSTANDING, AT MARCH 28, 2014	**357,400,846**	**357,400,846**
PERCENT OF COMMON SHARES OUTSTANDING	**2.8%**	**4.3%**

Introduction

The Board believes that an effective equity compensation program is a key component of Aetna s compensation philosophy. Long-term incentive compensation in the form of equity awards is intended to promote Aetna s long-term success and increase shareholder value by attracting and retaining high caliber executives and employees who are essential to our success, and motivating these individuals to achieve Aetna s continued financial growth and profitability.

To achieve this purpose, the 2010 Stock Plan, initially approved by the Board and our shareholders at the 2010 Annual Meeting, provides the flexibility to grant stock options, Stock Appreciation Rights (SARs), Performance Stock Appreciation Rights (PSARs), restricted stock, Restricted Stock Units (RSUs), Performance Stock Units (PSUs), Market Stock Units (MSUs), performance shares and other stock-based awards to eligible employees.

Reasons the Board of Directors Recommends You Vote For This Proposal

The Amendment will allow Aetna to continue to grant equity awards, an important incentive tool for creating shareholder value.
The use of Common Stock as a component of the Company s compensation program is critical to the future success of the Company. Equity awards create an employee ownership culture that aligns the interests of employees with shareholders. Equity compensation also focuses employees attention on creating long-term value since the awards are subject to vesting and/or performance conditions. For example:

1. Aetna has established stock ownership requirements for senior executives, which are further described beginning on page 43 in the Compensation Discussion and Analysis section of this Proxy Statement; and

2.

A portion of the equity compensation granted to senior executives in recent years has been awarded in the form of PSUs and MSUs, which are earned contingent on the Company attaining specified operating earnings per share, operating earnings and/or revenue performance levels.

Equity awards are important as a recruiting and retention tool.

Aetna s future performance is dependent on its ability to recruit and retain high caliber employees, and a competitive compensation program that includes equity awards is essential for attracting and retaining such employees. The

Company would be at a significant competitive disadvantage if it were not able to use stock-based awards to compensate employees. Without equity compensation, our recruiting efforts could be more challenging, and, over time, executives would no longer have stock awards at risk of forfeiture, which could impact our ability to retain them.

Aetna has demonstrated sound equity compensation practices.

The Company recognizes that equity compensation programs dilute shareholder equity and need to be used judiciously. Our compensation programs are designed to be consistent with competitive market practice, and we believe that our historical share utilization has been prudent and mindful of shareholder interests.

The 2010 Stock Plan includes features designed to protect shareholder interests, including:

1. Awards under the 2010 Stock Plan are administered by the Compensation Committee, which consists entirely of independent directors;

2. The 2010 Stock Plan prohibits granting stock options, SARs and PSARs with an exercise price below the fair market value of a share of stock on the date of grant;

3. The 2010 Stock Plan prohibits the repricing of stock options, SARs or PSARs, including through the exchange of stock options, SARs or PSARs for cash or other awards, without shareholder approval;

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4. Material amendments to the 2010 Stock Plan, including the Amendment, require shareholder approval; and

5. The 2010 Stock Plan permits the Company to credit and accrue, but does not permit the Company to pay out, dividends or dividend equivalents on unvested equity awards.

If the Amendment is not approved, the Company will be compelled to increase the cash component of employee compensation. In order to provide competitive compensation opportunities to attract and retain employees without equity compensation, the Company would need to replace the compensation previously delivered in equity awards with cash awards or other vehicles. These alternative forms of compensation may not align employee interests with those of shareholders as efficiently as stock-based awards.

Principal Features of the 2010 Stock Plan

The principal features of the 2010 Stock Plan as proposed to be amended by the Amendment are summarized below. The full text of the 2010 Stock Plan as proposed to be amended by the Amendment is attached as Annex D to this Proxy Statement, and the following summary is qualified in its entirety by reference to Annex D.

Plan Limits

The maximum number of shares of our Common Stock that may be issued pursuant to awards under the 2010 Stock Plan as proposed to be amended by the Amendment, is 27,287,000, which may include authorized but unissued shares.

The 2010 Stock Plan permits the Company to credit and accrue, but does not permit the Company to pay out, dividends or dividend equivalents on unvested equity awards until such awards become vested.

Shares that are subject to a stock option, SAR, PSAR, restricted stock award, RSU award, PSU award, MSU award or other award granted under the 2010 Stock Plan which for any reason expire or are terminated, forfeited, canceled or converted to and paid in cash, are available for delivery in connection with future awards under the 2010 Stock Plan. In addition, shares surrendered for the payment of the exercise price of stock options or other awards or withheld for taxes upon exercise or vesting of an award are again available for issuance under the 2010 Stock Plan. In addition, when a SAR or PSAR is exercised and settled in shares or a stock option is subject to net-exercise, only the net shares issued from the SAR, PSAR or option are counted against the 2010 Stock Plan limit.

The 2010 Stock Plan provides that no participant may be granted stock options, SARs or PSARs for more than 2,000,000 shares in any one-year period. In addition, no participant may be granted performance-based restricted

stock awards, PSUs, MSUs, unrestricted stock awards or RSUs for more than 2,000,000 shares in any one-year period.

Administration

The 2010 Stock Plan is administered by the Compensation Committee, or such other committee as the Board selects consisting of two or more Directors, each of whom is intended to be a non-employee director within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the Exchange Act), an outside director under regulations promulgated under Section 162(m) of the Code, and an independent director under the NYSE rules. The current members of the Compensation Committee are Mr. Clark, Mr. Farah, Ms. Franklin, Mr. Garten and Mr. Ludwig, each of whom is an independent Director and not an employee of Aetna.

The Board may reserve to itself any or all of the authority and responsibility of the Compensation Committee under the 2010 Stock Plan or may act as administrator of the 2010 Stock Plan for any and all purposes. In addition, the Board or the Compensation Committee may expressly delegate to another committee of the Board some or all of the Compensation Committee s authority, within specified parameters, to grant awards to eligible participants who, at the time of grant, are not Executive Officers under Rule 3b-7 of the Exchange Act.

The Compensation Committee has full and final authority in its discretion to take all actions determined by the Committee to be necessary in the administration of the 2010 Stock Plan in accordance with its terms. The Compensation Committee determines the employees who will be granted awards under the 2010 Stock Plan, the size and types of awards, the terms and conditions of awards and the form and content of the award agreements representing awards. The Compensation Committee is authorized to establish, administer and waive terms, conditions and performance goals of outstanding awards and to accelerate the vesting or exercisability of awards, in each case, subject to limitations contained in the 2010 Stock Plan. The Compensation Committee interprets the 2010 Stock Plan and award agreements and has authority to correct any defects, supply any omissions and reconcile any inconsistencies in the 2010 Stock Plan and/or any award agreements. The Compensation Committee s decisions and actions concerning the 2010 Stock Plan are final and conclusive.

The 2010 Stock Plan prohibits reducing the exercise price or grant price of an outstanding stock option, SAR or PSAR or replacing or exchanging an outstanding stock option, SAR or PSAR that has an exercise price or grant price above the value of our Common Stock with a new option, SAR or PSAR that has a lower exercise price or grant price, or with cash or any other type of new award other than as

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described under Adjustment for Corporate Transactions on page 79, without first obtaining shareholder approval.

Eligibility

The 2010 Stock Plan provides that awards may only be granted to employees of the Company. At March 28, 2014, there were approximately 48,600 employees who would be eligible to receive awards under the 2010 Stock Plan. In each year from 2008 through 2013, approximately 4,000 of the Company s eligible employees received equity awards.

Duration and Modification

The 2010 Stock Plan will terminate on May 21, 2020, or such earlier date as the Board of Directors may determine. Notwithstanding the foregoing, the 2010 Stock Plan will remain in effect for awards outstanding under that Plan until no such awards remain outstanding.

The Board of Directors may amend, alter, suspend or terminate the 2010 Stock Plan. However, the Board of Directors is required to obtain approval of the shareholders, if such approval is required by any applicable law or rule, of any amendment of the 2010 Stock Plan that would: (a) increase the maximum number of shares of Common Stock that may be sold or awarded under the 2010 Stock Plan, or that may be subject to awards granted to a single participant during a single fiscal year, except in the event of certain changes in our capital (as described on page 79 under Adjustment for Corporate Transactions); (b) decrease the minimum option exercise price or SAR or PSAR grant price required by the 2010 Stock Plan, except in the event of certain changes in our capital (as described on page 79 under Adjustment for Corporate Transactions); (c) change the class of persons eligible to receive awards under the 2010 Stock Plan; (d) change the performance measures applicable to awards intended to qualify as performance-based compensation under Section 162(m) of the Code; (e) extend the duration of the 2010 Stock Plan or the exercise period of any stock options, SARs or PSARs granted under the 2010 Stock Plan; or (f) otherwise require shareholder approval to comply with applicable laws or rules. The proposed Amendment requires shareholder approval.

Incentive Stock and Incentive Units

The 2010 Stock Plan provides the Compensation Committee with the authority to grant a variety of time-based and performance-based incentive stock and incentive unit awards, including, but not limited to, restricted stock, RSUs, PSUs, MSUs and performance shares, to eligible employees.

Restricted stock awards are shares of our Common Stock that are awarded to a participant subject to the satisfaction of

the terms and conditions established by the Compensation Committee. Until the applicable restrictions lapse, shares of restricted stock are subject to forfeiture and may not be sold, assigned, pledged or otherwise disposed of by the participant who holds those shares. RSUs are denominated in units of shares of our Common Stock, except that no shares are actually issued to the participant on the grant date. When a RSU award vests, the participant is entitled to receive shares of our Common Stock, a cash payment based on the value of shares of our Common Stock or a combination of shares and cash. Vesting of restricted stock and RSU awards may be based on continued employment or service and/or satisfaction of performance goals or other conditions established by the Compensation Committee. A recipient of restricted stock will have the rights of a shareholder during the restriction period, including the right to be credited with any dividends, which shall be subject to the same restrictions as the underlying share of restricted stock. A recipient of RSUs will have none of the rights of a shareholder unless and until shares are actually delivered to the participant. Upon termination of employment or a period of service, or failure to satisfy other vesting or performance conditions, a participant s unvested shares of restricted stock and unvested RSUs are forfeited unless the participant s award agreement, or the Compensation Committee, provides otherwise.

Performance units, performance shares, PSUs and MSUs granted to a participant are amounts credited to a bookkeeping account established for the participant. A performance unit has an initial value that is established by the Compensation Committee at the time of grant. A performance share has an initial value equal to the fair market value of one share of our Common Stock on the grant date. The fair market value of our Common Stock is generally determined as the closing price of our Common Stock on the NYSE on the grant date. Whether a performance unit, performance share, PSU or MSU award will actually result in a payment to a participant will depend upon the extent to which performance goals or other conditions established by the Compensation Committee are satisfied. After a performance unit, performance share, PSU or MSU award has vested, the participant will be entitled to receive a payout of cash, shares of our Common Stock or a combination of cash and such shares, as determined by the Compensation Committee. A participant s award agreement describes the terms and conditions of the award, including the effect of a termination of employment on the participant s performance unit, performance share, PSU or MSU award.

The number of shares of incentive stock and/or incentive units granted to a participant will be determined by the Compensation Committee, but no participant may be granted more than 2,000,000 shares subject to awards in any year.

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Incentive stock and/or incentive unit awards may be conditioned on the achievement of objectively determinable performance goals based on any combination of one or more of the performance measures listed below, determined in relation to the Company or our affiliates or any business unit of either or in comparison to a designated group of other companies or index (to the extent such awards are intended to qualify as performance-based for purposes of Section 162(m) of the Code):

Net income	Cash flow
Earnings before income taxes	Return on assets
Earnings per share	Pretax operating income
Return on shareholders equity	Customer satisfaction
Expense management	Provider satisfaction
Ratio of claims to revenues	Employee satisfaction
Revenue growth	Quality of networks
Earnings growth	Strategic innovation
Profitability of an identifiable business unit or product	
Total shareholder return	Net economic profit (operating earnings minus a charge for capital)

The Compensation Committee will determine whether the performance goals that have been chosen for a particular performance-based award have been met. The Compensation Committee may, in its discretion, adjust downwards but not upwards amounts payable or benefits granted, issued, retain