

AETNA INC /PA/
Form DEFA14A
May 07, 2010

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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):

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.:
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 - (4) Date Filed:
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**SUPPLEMENT TO PROXY STATEMENT FOR ANNUAL MEETING OF SHAREHOLDERS
OF AETNA INC.**

to be held on May 21, 2010

The date of this Supplement is May 7, 2010.

On April 12, 2010, Aetna Inc. (the Company) filed a Proxy Statement for its 2010 Annual Meeting of Shareholders (the Annual Meeting). The Annual Meeting will be held at the Atlanta Marriott Marquis in Atlanta, Georgia, on Friday, May 21, 2010, at 9:30 a.m. Eastern time. The Company's Board of Directors has fixed the close of business on March 19, 2010, as the record date for determination of the shareholders entitled to vote at the Annual Meeting or any adjournment thereof.

Proposal 3 in the Proxy Statement requests that the Company's shareholders approve the Aetna Inc. 2010 Stock Incentive Plan (the 2010 Employee Plan) to be effective as of May 21, 2010, the date of the Annual Meeting. The 2010 Employee Plan authorizes 13,000,000 of the Company's common shares (Common Stock) to be used for equity compensation awards to employees of the Company and its affiliates.

The Company has decided to amend the 2010 Employee Plan to reduce the number of shares of Common Stock available for equity awards under the 2010 Employee Plan to 6 million shares from 13 million shares. The decrease in the number of shares of Common Stock authorized for equity compensation awards under the 2010 Employee Plan will reduce the potential dilutive impact of the 2010 Employee Plan on the Company's shareholders compared to the original proposal.