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AETNA INC /PA/
Form DEFA14A
April 19, 2002

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under Rule 14a-12

Confidential, For Use of
the Commission only (as
permitted by Rule 14a-6(e)(2))

AETNA INC.

(Name of Registrant as Specified in Its Charter)

(Name of Persons 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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(3) Filing Party:

(4) Date Filed:

Aetna Inc. issued the following press release today:

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ISS RECOMMENDS SHAREHOLDERS VOTE FOR AETNA'S
DIRECTOR NOMINEES

HARTFORD, CT, April 19, 2002 - Aetna Inc. (NYSE: AET) announced today that Institutional Shareholder Services ("ISS") has recommended that Aetna shareholders vote to elect Aetna's nominees to the Company's Board of Directors.

Dr. John W. Rowe, Chairman, President and Chief Executive Officer of Aetna, stated, "We are very pleased that ISS, a highly respected independent adviser, supports Aetna's Director nominees. We believe that its recommendation reaffirms our position that we have the right strategy, along with a strong management team and Board, to deliver results and to create shareholder value."

Aetna's Annual Meeting of Shareholders will be held on Friday, April 26, 2002. Aetna urges shareholders to sign, date and return the WHITE Aetna proxy card, voting FOR Aetna's Director nominees. For more information about how to vote your shares, please contact Georgeson Shareholder Communications Inc. toll free at 1-866-800-0501.

Institutional Shareholder Services, based in Rockville, Md., is the world's-largest provider of proxy voting and corporate governance services. It serves more than 700 institutional and corporate clients throughout North America and Europe. ISS analyzes proxy proposals and issues vote recommendations for more than 10,000 U.S. and 10,000 non-U.S. shareholder meetings each year.

Aetna is one of the nation's leading providers of health care and related group benefits, serving 15.6 million health care members, 12.4 million dental members and 11.5 million group insurance customers, as of January 1, 2002.

Additional Information; Cautionary Statement: Aetna's 2002 Proxy Statement was filed with the Securities and Exchange Commission on March 18, 2002, and mailed to Aetna's shareholders on or about March 20, 2002. Aetna filed additional participant information with the SEC on April 4, 2002. Aetna's shareholders should read these materials and all additional materials that Aetna files with the SEC because they contain important information relating to the 2002 Annual Meeting. In addition, this letter contains forward-looking statements, including those regarding Aetna's strategy, financial results and creation of

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shareholder value. These represent management's best view of these matters, although important risk factors, including unanticipated increases in medical costs, could cause actual future results to differ materially from those currently estimated by management. For more discussion of important factors that could materially affect Aetna, please see the risk factors discussed on pages 36-41 of Aetna's 2001 Annual Report, Financial Report included in the booklet that contains Aetna's 2002 Proxy Statement.

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