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March 26, 2009

VIA E-MAIL (rule-comments@sec.gov) AND OVERNIGHT MAIL

Elizabeth M. Murphy
Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549-1090

Re: **Proposed Rule Change to NYSE Rule 452, File No. SR-NYSE-2006-92**

Dear Ms. Murphy:

On behalf of Aetna Inc., a Pennsylvania corporation that is publicly traded on the New York Stock Exchange ("NYSE"), I am writing to comment on the proposal by the NYSE to amend NYSE Rule 452 to eliminate broker discretionary voting in director elections.

Broker discretionary voting is just one issue of many in the integrated proxy voting and shareholder communication system that requires attention. Thus, we believe that the Securities and Exchange Commission ("SEC") should not take action on the proposed changes to Rule 452 until it has conducted a comprehensive and balanced review of the proxy voting and shareholder communication processes.

Amending Rule 452 to eliminate broker discretionary voting in uncontested director elections could result in significant and unintended consequences for shareholders and issuers. For example:

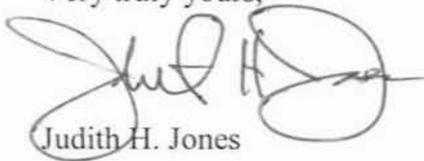
- The interaction of the amendment to Rule 452 with a majority vote standard in uncontested director elections, which Aetna and many other companies have adopted, should be analyzed as it may raise substantial questions under various state laws, as well as under companies' charters and/or by-laws.
- The voting recommendations of proxy advisory firms would have a far greater influence on the outcome of uncontested director elections, especially at companies such as Aetna that have adopted a majority vote standard in these elections.
- Eliminating broker discretionary voting in uncontested director elections runs the risk of disenfranchising individual/retail shareholders because it may be counter to their

assumptions about broker voting, as demonstrated by the survey appended to the NYSE rule filing.

- The proposed amendment would likely increase the cost of uncontested director elections by requiring issuers to substantially increase communications with their shareholders about the importance of voting in director elections. In this regard, the current shareholder communication rules, which preclude direct communication between issuers and many of their shareholders, present a significant obstacle to efficient and cost-effective communication.

For these reasons, Aetna urges the SEC to undertake a comprehensive review of the various rules related to proxy voting and shareholder communications and refrain from adopting any changes, such as the proposed amendments to Rule 452, until the implications of making such changes are fully understood and considered. To assure that all interested parties have an opportunity to provide their point of view on these important issues in a comprehensive manner, we also urge the SEC to extend the comment period beyond March 27, 2009.

Very truly yours,



Judith H. Jones