#### WHEELER WILLIAM J

Form 4

September 09, 2010

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB 3235-0287

Number:

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0.5

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WHEELER WILLIAM J				uer Name <b>and</b> Ticker or Trading ol LIFE INC [MET]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) (First) (Middle)			(Middle) 3. Date	e of Earliest Transaction	(		,	
200 PARK AVENUE				n/Day/Year) 1/2010	Director 10% Owner X Officer (give title Other (specify below) below) E.V.P. and C.F.O.			
		(Street)	4. If A1	mendment, Date Original	6. Individual or Joint/Group Filing(Check			
NEW YORK, NY 10166				Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(City)	(State)	(Zip) Ta	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially				
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

Becarity	(month buj reur)	Execution Bute, ii	Transaction	Transaction Disposed of (D)		becarries	Ownership	mancet	
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)		Beneficially	Form:	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					( )		Reported	(I)	
				(A)		Transaction(s)	(Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	09/07/2010		M	7,116	A	\$ 29.95	103,032	D	
Common Stock	09/07/2010		S(1)	7,116	D	\$ 40.5001	77,759	D	
Common Stock							18,157	I	By GRAT (2)
Common Stock							10	I	By the MetLife Policyholder

Trust (3)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		erivative Expiration Date rities (Month/Day/Year) uired or osed of		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		(
				Code V	and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	\$ 29.95	09/07/2010		M	7,116	<u>(4)</u>	04/08/2011	Common Stock	7,116	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WHEELER WILLIAM J 200 PARK AVENUE NEW YORK, NY 10166

E.V.P. and C.F.O.

## **Signatures**

Gwenn L. Carr, authorized o9/09/2010 signer

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sale transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 Sales Plan adopted by the reporting person on March 16, 2010.
- (2) These shares were previously reported as directly beneficially owned but were contributed to a Grantor Retained Annuity Trust.

**(3)** 

Reporting Owners 2

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Shares held in trust under the MetLife Policyholder Trust established to hold shares of Common Stock allocated to eligible policyholders of Metropolitan Life Insurance Company, a wholly-owned subsidiary of MetLife, Inc.

(4) The option became fully exercisable on April 9, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.