METLIFE INC Form 4 May 17, 2011

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

Washington, D.C. 20549

January 31, Expires: 2005

Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * TOPPETA WILLIAM J		Symbo	ouer Name and Ticker or Trading ol LIFE INC [MET]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)		e of Earliest Transaction	(Check all applied	cable)	
, , ,	AVENUE	, , , ,	h/Day/Year)	DirectorX Officer (give title below) below President, Interna	/	
	(Street)		mendment, Date Original Month/Day/Year)	6. Individual or Joint/GroupApplicable Line)_X_ Form filed by One Reporting	_	
NEW YOL	RK, NY 10166			Form filed by More than Or Person	ne Reporting	
(City)	(State)	(Zip) Ta	able I - Non-Derivative Securities A	cquired, Disposed of, or Benef	icially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price	Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	05/16/2011		$M_{\underline{1}}$ 7,335 A $\frac{\$}{30.35}$	137,690 D		
Common Stock	05/16/2011		$S_{\underline{(1)}}$ 7,335 D $^{\$}_{44.16}$	130,355 D		
					By the	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

344

Ι

MetLife

Policyholder Trust (2)

Edgar Filing: METLIFE INC - Form 4

required to respond unless the form displays a currently valid OMB control 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, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 30.35	05/16/2011		M <u>(1)</u>	7,335	(3)	02/18/2012	Common Stock	7,335

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Hame / Hauress	

Director 10% Owner Officer Other

TOPPETA WILLIAM J 200 PARK AVENUE NEW YORK, NY 10166

President, International

Signatures

Richard S. Collins, authorized signer

05/17/2011

**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 option exercise and the sale of shares associated with the exercise reported in this Form 4 were effected pursuant to a Rule 10b5-1 Sales Plan adopted by the reporting person on August 6, 2010.
- (2) 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.
- (3) The option vested in three equal installments on February 19, 2003, 2004, and 2005

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

Edgar Filing: METLIFE INC - Form 4

Potential persons who are to respond to the collection of information contained in this form are not required to a currently valid OMB number.	respond unless the form displays