Latrenta Nicholas D Form 4 February 28, 2012

## FORM 4

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

Check this box if no longer subject to

Section 16. Form 4 or Form 5 obligations

may continue. See Instruction 1(b).

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \* Latrenta Nicholas D

(First) (Middle)

200 PARK AVENUE

(Last)

(Street)

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
METLIFE INC [MET]	(Check all applicable)			
3. Date of Earliest Transaction				
(Month/Day/Year)	Director 10% Owner			
02/24/2012	_X_ Officer (give title Other (specify below)			
	E.V.P. & General Counsel			
4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Year)	Applicable Line)			
	_X_ Form filed by One Reporting Person			
	Form filed by More than One Reporting			
	Person			

NFW	<b>YORK</b>	NY	10166
INLIV		. 111	10100

(City)	(State)	(Zip) Tal	ole I - Non-	Derivative	e Secu	rities Acq	quired, Disposed	of, or Benefi	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired nsaction(A) or Disposed of (D) le (Instr. 3, 4 and 5)			5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	,	
Common Stock	02/24/2012		A	10,000	A	\$ 0 (1)	60,069	D	
Common Stock	02/24/2012		F(2)	744	D	\$ 38.37	59,325	D	
Common Stock	02/24/2012		F(2)	1,400	D	\$ 38.38	57,925	D	
Common Stock	02/24/2012		F(2)	1,500	D	\$ 38.4	56,425	D	
Common Stock							10	I	By the MetLife Policyholder

Trust (3) By The Latrenta Family Common Revocable 10 I Stock Trust in the MetLife Policyholder Trust (3) 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)required to respond unless the form displays a currently valid OMB control

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

number.

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. Transacti Code (Instr. 8)	5. Number of Derivative Securities Acquired ( or Dispose (D) (Instr. 3, 4, and 5)	(A) ed of	6. Date Exer Expiration D (Month/Day/	ate	7. Title and 2. Underlying 3 (Instr. 3 and	Securities	8. I De Sec (In
				Code V	(A) (D		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	02/24/2012		D	10,0	000	<u>(4)</u>	<u>(4)</u>	Common Stock	10,000	

## **Reporting Owners**

Reporting Owner Name / Address	Director	10% Owner	Relationships Officer	Other
Latrenta Nicholas D 200 PARK AVENUE NEW YORK, NY 10166  Signatures			E.V.P. & General Counsel	

Richard S. Collins, authorized 02/28/2012 signer

\*\*Signature of Reporting Person Date

2 Reporting Owners

## **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) Each share of Restricted Stock Unit represents the contingent right to receive one share of common stock
- (2) Amount withheld to satisfy the reporting person's tax withholding obligation due on the vesting of Restricted Stock Units
- (3) 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) Restricted Stock Units were awarded with a three-year cliff vesting schedule and vested on February 24, 2012.

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.