KANDARIAN STEVEN A

Form 4

February 28, 2013

FORM 4

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

OMB Number:

3235-0287 January 31,

2005

0.5

Check this box if no longer

subject to Section 16. Form 4 or

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

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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 * KANDARIAN STEVEN A

(Street)

(State)

(Month/Day/Year)

(Zip)

Execution Date, if

(Month/Day/Year)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle) METLIFE INC [MET]

3. Date of Earliest Transaction (Month/Day/Year)

02/26/2013

_X__ Director 10% Owner

(Check all applicable)

Chairman, President & CEO

X_ Officer (give title Other (specify below) below)

200 PARK AVENUE

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

NEW YORK, NY 10166

(City)

Security

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities 5. Amount of

Disposed of (D)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

TransactionAcquired (A) or

Securities Beneficially

6. Ownership Form: Direct (D) or Indirect Beneficial (T)

(Instr. 4)

7. Nature of Indirect Ownership

(Instr. 4)

(A)

(Instr. 8)

Code

Following Reported Transaction(s)

Owned

(Instr. 3 and 4)

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 34.86	02/26/2013		A		181,818		<u>(1)</u>	02/25/2023	Common Stock	181,81
Restricted Stock Units	<u>(2)</u>	02/26/2013		A		60,606		(3)	(3)	Common Stock	60,606

Reporting Owners

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
KANDARIAN STEVEN A 200 PARK AVENUE NEW YORK, NY 10166	X		Chairman, President & CEO					

Signatures

Christine M. DeBiase, authorized signer

02/28/2013 Date

**Signature of Reporting Person

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 becomes exercisable in three equal installments on February 26, 2014, 2015 and 2016.
- (2) Each share of Restricted Stock Unit represents the contingent right to receive one share of MetLife, Inc. Common Stock.
- (3) The award of Restricted Stock Units vests in three equal installments on February 26, 2014, 2015 and 2016.

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.

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