Khalaf Michel Form 4 February 28, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: January 31,

Expires: 2005 Estimated average

10% Owner

Other (specify

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obligations

may continue.

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

See Instruction

1(b).

(Last)

(City)

Security

(Print or Type Responses)

1. Name and Address of Reporting Person *

Khalaf Michel

(First) (Middle)

200 PARK AVENUE

(Street)

2. Issuer Name and Ticker or Trading Symbol

METLIFE INC [MET]

3. Date of Earliest Transaction

(Month/Day/Year) 02/26/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Director

X_ Officer (give title

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

President, EMEA

6. Ownership

Form: Direct

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

NEW YORK, NY 10166

1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year) (Instr. 3)

(State)

Execution Date, if

(Zip)

3. Code (Month/Day/Year) (Instr. 8)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following Reported

(I) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

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

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

1. Title of 2. Derivative Security Conversion (Instr. 3) or Exercise

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

Execution Date, if any

5. Number of 4. Transaction Derivative Code Securities

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

7. Title and Amou Underlying Securi (Instr. 3 and 4)

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	Price of Derivative Security		(Month/Day/Year)	(Instr. S		Acquired (or Dispose (D) (Instr. 3, 4, and 5)	ed of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S
Employee Stock Option (Right to Buy)	\$ 34.86	02/26/2013		A		31,818		<u>(1)</u>	02/25/2023	Common Stock	31,
Restricted Units (Cash-Payable)	<u>(2)</u>	02/26/2013		A		10,606		(3)	<u>(3)</u>	Common Stock	10,

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Khalaf Michel 200 PARK AVENUE NEW YORK, NY 10166

President, EMEA

Signatures

Christine M DeBiase, authorized signer 02/28/2013

**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 becomes exercisable in three equal installments on February 26, 2014, 2015, and 2016.
- (2) Each Restricted Unit is the economic equivalent of one share of MetLife, Inc. Common Stock. If it vests, it will be settled in cash at the closing price of that stock on the date of vesting.
- (3) The award of Restricted 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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