**METLIFE INC** 

Form 4

September 17, 2013

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

OMB 3235-0287

Check this box if no longer subject to Section 16.

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

Number: January 31, Expires: 2005

0.5

**OMB APPROVAL** 

Form 4 or Form 5 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

Estimated average burden hours per response...

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PRICE HUGH B			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			METLIFE INC [MET]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	X Director 10% Owner		
200 PARK AVENUE			09/13/2013	Officer (give title below)  Other (specification)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
NEW YORK	, NY 1016	6		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

NEW YO	ORK, NY	7 10166
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(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction(A Code (In (Instr. 8)	Securities Ac A) or Disposed nstr. 3, 4 and 5  (A) or .mount (D)	of (D)  Price	5. Amount of 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)			
Common Stock	09/13/2013		A(1) 19	$\mathbf{q}_{\mathcal{I}} \qquad \mathbf{\Delta}$	\$ 48.83	34,931	D				
Common Stock						10	I	By The MetLife Policyholder Trust (2)			

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 number.

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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 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)	Derivative	Expiration I (Month/Day	Date	7. Title and Underlying (Instr. 3 and	Securities	8. Pric Deriva Securi (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock Equivalent Units	(3)	09/13/2013		A(4)	129	<u>(5)</u>	<u>(5)</u>	Common Stock	129	<u>(4</u>

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 6	Director	10% Owner	Officer	Other			
PRICE HUGH B 200 PARK AVENUE	X						
NEW YORK, NY 10166	11						

## **Signatures**

Matthew M. Ricciardi, authorized signer 09/17/2013

\*\*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).
- Reinvestment of dividends on shares held in the Reporting Person's share deferral account (the "Plan Account") pursuant to the MetLife
  (1) Non-Management Director Deferred Compensation Plan. The amount of shares beneficially owned following the reported transaction may include adjustments in the Reporting Person's Plan Account to reflect the accumulation of fractional shares into whole shares.
- (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) Each Common Stock Equivalent Unit is the economic value of one share of MetLife, Inc. common stock.
- The number of Common Stock Equivalent Units reported reflects the payment of dividends in the Reporting Person's account. Common (4) Stock Equivalent Units were acquired pursuant to the MetLife Non-Management Director Deferred Compensation Plan whereby
- (4) Stock Equivalent Units were acquired pursuant to the MetLife Non-Management Director Deferred Compensation Plan whereby Directors may elect to defer receipt of cash retainer fees into a fund that tracks MetLife, Inc. common stock.
- (5) Common Stock Equivalent Units were acquired pursuant to the MetLife Non-Management Director Deferred Compensation Plan whereby Directors may elect to defer receipt of cash retainer fees for a specified period of time into a fund that tracks MetLife, Inc.

Reporting Owners 2

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Common Stock. When such Common Stock Equivalent Units are distributed, they are settled in cash.

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.