METLIFE INC Form 4 January 10, 2014

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

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

Estimated average burden hours per response... 0.5

Form 4 or Form 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 (1)

01/02/2014

(Print or Type Responses)

1. Name and Address of Reporting Person * PRICE HUGH B			2. Issuer Name and Ticker or Trading Symbol METLIFE INC [MET]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
200 PARK AVENUE			(Month/Day/Year) 01/02/2014	X Director 10% Owner Officer (give title below) Other (specify below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
NEW YORK, NY 10166			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative Se	curiti	es Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities our Disposed (Instr. 3, 4 and Amount	of (D)	` ′	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 (1)	01/02/2014		M	593.5855	A	\$ 53.19	35,710.5855	D	

593.5855 D

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

D

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.

35,117

53.19

D

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

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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. Transaction Code (Instr. 8)	5. Number of on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	rivative Expiration Date (Month/Day/Year) quired (A) or posed of (D)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Common Stock equivalent units (1)	(2)	01/02/2014		M(2)	593.5855	(2)	(2)	Common Stock	593.585

Reporting Owners

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

Signatures

Mark A. Schuman, authorized signer

01/11/2014

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

distribution transactions is based on the Director's prior election.

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- These transactions represent the valuation and payment in cash of Common Stock equivalent units. These transactions were inadvertently (1) not reported within two business days of January 2, 2014, the date the dollar value of the Common Stock equivalent units to be paid was determined
- Each Common Stock equivalent unit is the economic value of one share of MetLife, Inc. Common Stock. The Common Stock equivalent units were acquired pursuant to the MetLife Non-Management Director Deferred Compensation Plan. Under that plan, eligible Directors may defer receipt of cash retainer fees for a specified period of time. Deferred cash fees are subject to simulated investment in a number of funds, including one fund that tracks the value of MetLife, Inc. Common Stock. Deferred cash fees tracked in that fund are Common Stock equivalent units. When such Common Stock equivalent units are distributed, they are settled in cash. The timing of these

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