METLIFE INC Form 4

February 27, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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January 31, 2005

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response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction

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 * Townsend Christopher G

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

METLIFE INC [MET]

(Check all applicable)

(First) (Middle) (Last)

(Street)

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

Director 10% Owner X_ Officer (give title Other (specify

02/25/2014

President, Asia

200 PARK AVENUE

4. If Amendment, Date Original

Applicable Line) _X_ Form filed by One Reporting Person

Filed(Month/Day/Year)

Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

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

NEW YORK, NY 10166

(City)

Security

(Instr. 3)

(State) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

(Zip)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code

Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

Ownership (T) (Instr. 4) (Instr. 4)

(Instr. 8)

Reported (A) Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

(Month/Day/Year)

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.

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

1. Title of 2. 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amou 4. Derivative Security Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date** Underlying Securi (Instr. 3) or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) any

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	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	(Acquired (a 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)	\$ 50.53	02/25/2014		A		22,496		<u>(1)</u>	02/24/2024	Common Stock	22,
Restricted Units (Cash-Payable)	(2)	02/25/2014		A		7,500		<u>(3)</u>	<u>(3)</u>	Common Stock	7,5

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Townsend Christopher G 200 PARK AVENUE NEW YORK, NY 10166

President, Asia

Signatures

Timothy J. Ring, authorized signer 02/27/2014

**Signature of Reporting Person Da

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 25, 2015, 2016, and 2017.
- (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 the common stock on the vesting date.
- (3) The award of Restricted Units vests in three equal installments on February 25, 2015, 2016 and 2017.

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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