METLIFE INC

Form 4 September 16, 2014

FORM 4

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

OMB APPROVAL

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

Check this box

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

may continue. *See* Instruction

obligations

30(h) of the Investment Company Act of 1940

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading KILTS JAMES M Issuer Symbol METLIFE INC [MET] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title 200 PARK AVENUE 09/12/2014 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10166 Person (City) (State) (Zin)

(City)	(State)	Ta	ble I - Non	-Derivative	Secur	ities Acq	uired, Disposed o	of, or Benefici	ally 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. Securitie of Dispose (Instr. 3, 4	d 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	09/12/2014		A(1)	190.461	A	\$ 55.47	30,653.8024	D	
Common							026	r	by JMK

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

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SEC 1474

(9-02)

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Investments

2, LP (2)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Equivalent Units	<u>(3)</u>	09/12/2014		A <u>(4)</u>	56.1262	(5)	<u>(5)</u>	Common Stock	56.1262

Reporting Owners

Reporting Owner Name / Address	Relationships					
r g	Director	10% Owner	Officer	Other		
KILTS JAMES M 200 PARK AVENUE NEW YORK, NY 10166	X					

Signatures

Timothy J. Ring, authorized signer 09/16/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - Represents imputed reinvestment of dividends on Deferred Shares in the Reporting Person's deferral account (the "Plan Account") pursuant to the MetLife Non-Management Director Deferred Compensation Plan. Deferred Shares represent shares of MetLife, Inc.
- (1) common stock that have become payable, but that remain unpaid because payment has been deferred. 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 Deferred Shares into whole Deferred Shares.
- (2) The Reporting Person disclaims beneficial ownership of 76.44% of shares held by JMK Investments 2, LP, representing limited partnership intersts in trusts for the benefit of each of his children.
- (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 Directors may elect to defer receipt of cash retainer fees into a fund that tracks MetLife, Inc. common stock.
- Common Stock Equivalent Units were acquired pursuant to the MetLife Non-Management Director Deferred Compensation Plan (5) whereby Directors may elect to defer receipt of cash retainer fees for a specified period of time into a fund that tracks MetLife, Inc. 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.

Reporting Owners 2

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