### Edgar Filing: METLIFE INC - Form 4

METLIFE INC         Form 4         February 18, 2015         FORM 4         UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549         Check this box if no longer subject to Section 16.         Check this box if no longer subject to Section 16.         Form 4 or Form 5 obligations may continue. to).         Field pursuant to Section 16(a) of the Securities Exchange Act of 1934, So(h) of the Investment Company Act of 1935 or Securities To 1940, 30(h) of the Investment Company Act of 1940)												
(Print or Type Responses)												
WHEELER WILLIAM J Symbol				uer Name <b>and</b> Ticker or Trading l LIFE INC [MET]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)			of Earliest		n		(Check	all applicable)	)		
				nth/Day/Year) 13/2015				Director 10% Owner X Officer (give title Other (specify below) President, Americas				
Filed(Month/Day/Year) Applicable Line _X_Form filed							Applicable Line) _X_ Form filed by Or	oint/Group Filing(Check One Reporting Person More than One Reporting				
(City)	Person											
	(State)	(Zip)	Та					uired, Disposed of,				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/		3. Transactic Code (Instr. 8) Code V	onor Dispos (Instr. 3, 4	ed of (		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	02/13/2015			M	35,000	(D) A	\$ 38.47	339,486.7918	D			
Stock								,				
Common Stock	02/13/2015			S	35,000	D	\$ 50.6098 (1) (2)	304,486.7918	D			
Common Stock								40	Ι	By custodian for children under UTMA		
Common Stock								10	Ι	By the MetLife		

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

Persons who respond to the collection of information contained in this form are not 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 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)	ansactiorDerivative ode Securities		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
Employee Stock Option (Right to Buy)	\$ 38.47	02/13/2015		М		35,000	(4)	04/14/2015	Common Stock	35,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
WHEELER WILLIAM J 200 PARK AVENUE NEW YORK, NY 10166			President, Americas					
Signatures								
Timothy J. Ring, authorized signer		02/18/2015						

<u>\*\*</u>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).

The price reported is the weighted average price of the aggregate number of shares sold in multiple open market transactions. The(1) Reporting Person undertakes to provide to the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.

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- (2) The shares were sold in multiple transactions at prices ranging from \$50.545 to \$50.675, inclusive.
- (3) 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.
- (4) The option vested in three equal installments on April 15, 2006, 2007 and 2008.

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

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