#### Edgar Filing: METLIFE INC - Form 4

METHIER INC

Form 4	NC									
February 26	6, 2015									
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL	
Washington, D.C. 20549								N OMB Number:	3235-0287 January 31,	
Check th if no lon	aar	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								
subject t Section Form 4 Form 5	to STATEN 16. or		SECUI	Estimated a burden hou response	irs per					
obligatio may con <i>See</i> Instr 1(b).	ons Section 17(	a) of the l	Public U	tility Hol	ding Con		nge Act of 1934, of 1935 or Section 940	on		
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> Hele John C.R.			2. Issuer Name <b>and</b> Ticker or Trading Symbol METLIFE INC [MET]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (	Middle)	3. Date of Earliest Transaction					eck all applicable	e)	
200 PARK AVENUE			(Month/Day/Year) 02/24/2015			Director 10% Owner X_ Officer (give title Other (specify below) below) EVP & Chief Financial Officer				
NEW YOR	4. If Amendment, Date Original Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by	_X_Form filed by One Reporting Person Form filed by More than One Reporting					
	<b>IIIIIIIIIIIII</b>						Person			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8)	4. Securiti nAcquired Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Domindor: Do	nort on a congrata line	for each a	oss of soo	Code V		(D) Price				
Kenninger: Ke	port on a separate line		ass 01 sec	unnes bene	Perso inform requir	ns who rest nation cont ed to resp ys a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

# 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	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	iorDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	Acquired or Dispo (D) (Instr. 3, and 5)	sed of				
				Code	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 51.39	02/24/2015		А	43,783		<u>(1)</u>	02/23/2025	Common Stock	43,783
Restricted Stock Units	(2)	02/24/2015		А	14,594		(3)	(3)	Common Stock	14,594

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Hele John C.R. 200 PARK AVENUE NEW YORK, NY 10166			EVP & Chief Financial Officer					
Signatures								
Timothy J. Ring, authorized signer		02/26/2015						

\*\*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).

(1) The option becomes exercisable in three equal installments on February 24, 2016, 2017, and 2018.

(2) Each Restricted Stock Unit represents the contingent right to receive one share of MetLife, Inc. common stock.

(3) The award of Restricted Stock Units vests in three equal installments on February 24, 2016, 2017 and 2018.

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.