

METLIFE INC

Form 4

December 28, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Carlson Peter M

(Last) (First) (Middle)

200 PARK AVENUE

(Street)

NEW YORK, NY 10166

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
METLIFE INC [MET]

3. Date of Earliest Transaction
(Month/Day/Year)
12/23/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP & Chief Accounting Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	12/23/2016		M	10,000	A \$ 38.29	39,914	D
Common Stock	12/23/2016		S	10,000	D \$ 54.315 (1) (2)	29,914	D
Common Stock	12/23/2016		M	13,636	A \$ 34.86	43,550	D
Common Stock	12/23/2016		S	13,636	D \$ (1) (3)	54.3172 29,914	D

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative 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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 38.29	12/23/2016		M	10,000	<u>(4)</u> 02/27/2022	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 34.86	12/23/2016		M	13,636	<u>(5)</u> 02/25/2023	Common Stock	13,636

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Carlson Peter M 200 PARK AVENUE NEW YORK, NY 10166	EVP & Chief Accounting Officer

Signatures

Mark A. Schuman, Authorized
Signer 12/28/2016

 **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 price reported is the weighted average price of the aggregate number of shares sold in multiple open market transactions. The Reporting Person undertakes to provide to the staff of the SEC, the Issuer, or a security holder of the Issuer, upon request, full information

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regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) and (3) to this Form 4.

- (2) The shares were sold in multiple transactions at prices ranging from \$54.21 to \$54.52, inclusive.
- (3) The shares were sold in multiple transactions at prices ranging from \$54.18 to \$54.46, inclusive.
- (4) The options became exercisable in three equal installments on February 28, 2013, 2014 and 2015.
- (5) The options became exercisable in three equal installments on February 26, 2014, 2015 and 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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