

METLIFE INC
Form 4
December 03, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Morris Maria R

(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)
12/01/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Global Employee Benefits

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/01/2015		M ⁽¹⁾		2,000	A	\$ 23.3
							91,275.4885
Common Stock	12/01/2015		S ⁽¹⁾		2,000	D	\$ 51.2454
							89,275.4885
							⁽²⁾ ⁽³⁾
Common Stock	12/01/2015		M ⁽¹⁾		2,200	A	\$ 34.84
							91,475.4885
Common Stock	12/01/2015		S ⁽¹⁾		2,200	D	\$ 51.21
							89,275.4885

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

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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. 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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 23.3	12/01/2015		M ⁽¹⁾	2,000	⁽⁴⁾ 02/23/2019	Common Stock	2,000
Employee Stock Option (Right to Buy)	\$ 34.84	12/01/2015		M ⁽¹⁾	2,200	⁽⁵⁾ 02/22/2020	Common Stock	2,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morris Maria R 200 PARK AVENUE NEW YORK, NY 10166			EVP, Global Employee Benefits	

Signatures

Mark A. Schuman, authorized signer
12/03/2015

**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 transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

The price reported is the weighted average price of the aggregate number of shares sold in multiple open market transactions. The

(2) Reporting Person undertakes to provide to the staff of the SEC, MetLife, Inc., or a security holder of MetLife, Inc., upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.

(3) The shares were sold in multiple transactions at prices ranging from \$51.210 to \$51.283, inclusive.

(4) The option vested in three equal installments on February 24, 2010, 2011 and 2012.

(5) The option vested in three equal installments on February 23, 2011, 2012 and 2013.

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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