METLIFE INC Form 4 April 17, 2009

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LIPSCOMB JAMES L			2. Issuer Name and Ticker or Trading Symbol METLIFE INC [MET]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
200 PARK AVENUE			(Month/Day/Year) 04/15/2009	Director 10% Owner _X_ Officer (give title Other (specify below) Exec. VP & General Counsel			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
NEW YORK, NY 10166			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

RK, NY 10166				Form filed by More than One Reporting Person						
(State)	(Zip) Tabl	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of				
(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of (D)	Securities	Ownership	Indirect				
	any	Code	(Instr. 3, 4 and 5)	Beneficially	Form: Direct	Beneficial				
	(Month/Day/Year)	(Instr. 8)		Owned	(D) or	Ownership				
	•			Following	Indirect (I)	(Instr. 4)				
			(A)	Reported	(Instr. 4)					
	(State) 2. Transaction Date	(State) (Zip) Table 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any	(State) (Zip) Table I - Non-I 2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if Transaction any Code	(State) (Zip) Table I - Non-Derivative Securities Acquired 2. Transaction Date (Month/Day/Year) Execution Date, if any Code (Instr. 3, 4 and 5)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year) (Instr. 8) Table I - Non-Derivative Securities Acquired 5. Amount of Securities Acquired (Month/Day/Year) (Instr. 8) Owned Following Reported	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficiall 2. Transaction Date (Month/Day/Year) Execution Date, if any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Table I - Non-Derivative Securities Acquired 5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)				

		Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr
Common Stock	04/15/2009	A <u>(1)</u>	15,400	` ′		62,297	D
Common Stock	04/15/2009	F(2)	2,715	D	\$ 28.17	59,582	D

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

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(9-02)

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security or Exercise (Instr. 3) Price of Derivative Security		(Month/Day/Tear)	any Code (Month/Day/Year) (Instr. 8)		of Derivative	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,			Underlying Security Securities (Instr. 5) (Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

LIPSCOMB JAMES L 200 PARK AVENUE NEW YORK, NY 10166

Exec. VP & General Counsel

Signatures

Gwenn L. Carr, authorized 04/17/2009 signer

**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).
- Shares acquired pursuant to the MetLife Inc. 2005 Stock and Incentive Compensation Plan for the performance period January 1, 2006 to **(1)** December 31, 2008.
- Amount withheld to satisfy the Reporting Person's tax withholding obligation due on the distibution of shares, pursuant to the Metlife Inc. 2005 Stock and Incentive Compensation Plan.

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.

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