#### WHEELER WILLIAM J

Form 4

December 18, 2012

## FORM 4

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

OMB 3235-0287 Number:

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940 1(b).

(Print or Type Responses)

	Address of Reporting R WILLIAM J	Person * 2. Issu Symbol	uer Name <b>and</b> Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
			LIFE INC [MET]	(Check all applicable)				
(Last)	(First) (	(Middle) 3. Date	of Earliest Transaction					
		(Month/	/Day/Year)	Director 10% Owner				
200 PARK	X AVENUE	12/14/	/2012	X Officer (give title Other (specify below)				
				President of the Americas				
	(Street)	4. If Am	mendment, Date Original	6. Individual or Joint/Group Filing(Check				
		Filed(Me	Ionth/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person				
NEW YO	RK, NY 10166			Form filed by More than One Reporting Person				
(City)	(State)	(Zip) Tal	ble I - Non-Derivative Securities	cquired, Disposed of, or Beneficially Owned				
1.Title of	2. Transaction Date	2A. Deemed	3. 4. Securities Acquired	5. Amount of 6. 7. Nature of				
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)	Securities Ownership Indirect				
(Instr. 3)		any	Code (Instr. 3, 4 and 5)	Beneficially Form: Beneficial				
		(Month/Day/Year)	(Instr. 8)	Owned Direct (D) Ownership				
				Following or Indirect (Instr. 4)				
			(A)	Reported (I)				
			or	Transaction(s) (Instr. 4)				
			Code V Amount (D) Price	(Instr. 3 and 4)				

4,694 A

 $J_{\underline{1}}$ 

12,450 I By GRAT (2)

 $D^{(2)}$ 

Common Stock

Common

Common

Stock

Stock

12/14/2012

By the MetLife 10 I Policyholder

Trust (3)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

212,379

31.84

#### Edgar Filing: WHEELER WILLIAM J - Form 4

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date	Expiration	O1			
						Exercisable	Date	Title Numbe			
				C 1 W	(A) (D)			of			
				Code V	(A) (D)			S	hares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WHEELER WILLIAM J 200 PARK AVENUE NEW YORK, NY 10166

President of the Americas

## **Signatures**

Christine M. DeBiase, authorized

signer 12/18/2012

\*\*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).
- Reinvestment of dividends on shares held in Reporting Person's share deferral account (the "Plan Account") pursuant to the MetLife

  (1) Deferred Compensation Plan for Officers. The amount of shares beneficially owned following the reported transaction may include adjustments in the Reporting Person's Plan Account to reflect the accumulation of fractional shares into whole shares.
- (2) On September 11, 2012, 5,707 shares were distributed in accordance with the terms of the GRAT, and as a result are now directly held by the Reporting Person.
- (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.

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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