

METLIFE INC
Form 4
June 13, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
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)
06/12/2014

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 & Chief Accounting Officer

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)	(A) or (D)	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	06/12/2014		M	17,325	A	\$ 27.55	32,340	D
Common Stock	06/12/2014		S	17,325	D	\$ 54.24 (1) (2)	15,015	D
Common Stock	06/12/2014		M	28,300	A	\$ 34.84	43,315	D
Common Stock	06/12/2014		S	28,300	D	\$ 54.26 (1) (3)	15,015	D
	06/12/2014		M	26,000	A		41,015	D

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Common Stock					\$			
					45.79			
Common Stock	06/12/2014		S	26,000	D	\$	15,015	D
						54.31		
						(1) (4)		
Common Stock	06/12/2014		M	20,000	A	\$	35,015	D
						38.29		
Common Stock	06/12/2014		S	20,000	D	\$	15,015	D
						54.36		
						(1) (5)		

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

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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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 27.55	06/12/2014		M	17,325	(6) 04/27/2019	Common Stock 17,325
Employee Stock Option (Right to Buy)	\$ 34.84	06/12/2014		M	28,300	(7) 02/22/2020	Common Stock 28,300
Employee Stock Option (Right to Buy)	\$ 45.79	06/12/2014		M	26,000	(8) 02/22/2021	Common Stock 26,000
	\$ 38.29	06/12/2014		M	20,000	(9) 02/27/2022	20,000

Employee
 Stock
 Option
 (Right to
 Buy)

Common
 Stock

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

Timothy J. Ring, authorized
 signer
 06/12/2014
 **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).
- The price reported is the weighted average price of the aggregate number of shares sold in multiple open market transactions. The
- (1) Reporting Person undertakes to provide to the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 2, 3, 4 and 5 to this Form 4.
 - (2) The shares were sold in multiple transactions at prices ranging from \$54.205 to \$54.265, inclusive.
 - (3) The shares were sold in multiple transactions at prices ranging from \$54.252 to \$54.300, inclusive.
 - (4) The shares were sold in multiple transactions at prices ranging from \$54.275 to \$54.352, inclusive.
 - (5) The shares were sold in multiple transactions at prices ranging from \$54.320 to \$55.000, inclusive.
 - (6) The option vested in three equal installments on April 28, 2010, 2011 and 2012.
 - (7) The option vested in three equal installments on February 23, 2011, 2012 and 2013.
 - (8) The option vested in three equal installments on February 23, 2012, 2013 and 2014.
 - (9) The option vests in three equal installments on February 28, 2013, 2014 and 2015.

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.