**METLIFE INC** Form 4 April 15, 2015

# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB**

**OMB APPROVAL** 3235-0287

Washington, D.C. 20549 Number:

January 31,

2005

Estimated average

burden hours per response... 0.5

Expires:

5. Relationship of Reporting Person(s) to

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

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

2. Issuer Name and Ticker or Trading

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \*

WHEELER WILLIAM J		•	Symbol METLIFE INC [MET]				(Check all applicable)			
(Last)	(First)	(Mont	e of Earliest h/Day/Year		n		Director	10	0% Owner	
200 PARK AVENUE			04/13/2015				_X_ Officer (give title Other (specify below)  President, Americas			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
NEW YO	RK, NY 10166	`					_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) T	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	ransaction(A) or Disposed of (D) ode (Instr. 3, 4 and 5) nstr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	04/13/2015		A(1)	42,622	A	\$ 51.27	356,756.1127	D		
Common Stock	04/13/2015		F(2)	21,981	D	\$ 51.27	334,775.1127	D		
Common Stock							40	I	By custodian for children under UTMA	
Common							10	I	By the	

MetLife

Policyholder

Trust (3)

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

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SEC 1474 (9-02)

9. Nu

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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. Transa Code (Instr.		5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WHEELER WILLIAM J 200 PARK AVENUE NEW YORK, NY 10166

President, Americas

#### **Signatures**

Timothy J. Ring, authorized signer

04/15/2015

\*\*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) Shares acquired from the payout of the 2012-2014 Performance Share Award pursuant to the MetLife, Inc. 2015 Stock and Incentive Compensation Plan.
- (2) Shares withheld to satisfy the Reporting Person's tax withholding obligation due on the Performance Share payout.
- (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.

Reporting Owners 2

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