

METLIFE INC
Form 4
May 08, 2008

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 *
LIPSCOMB JAMES L

(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)
05/06/2008

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)
Exec. VP & General Counsel

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/06/2008		S ⁽¹⁾	300 D	\$ 61.52	52,562	D
Common Stock	05/06/2008		S ⁽¹⁾	400 D	\$ 61.53	52,162	D
Common Stock	05/06/2008		S ⁽¹⁾	200 D	\$ 61.54	51,962	D
Common Stock	05/06/2008		S ⁽¹⁾	200 D	\$ 61.55	51,762	D
Common Stock	05/06/2008		S ⁽¹⁾	900 D	\$ 61.56	50,862	D

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Common Stock	05/06/2008	S ⁽¹⁾	1,800	D	\$ 61.57	49,062	D
Common Stock	05/06/2008	S ⁽¹⁾	1,200	D	\$ 61.58	47,862	D
Common Stock	05/06/2008	S ⁽¹⁾	400	D	\$ 61.61	47,462	D
Common Stock	05/06/2008	S ⁽¹⁾	600	D	\$ 61.62	46,862	D
Common Stock	05/06/2008	S ⁽¹⁾	1,117	D	\$ 61.63	45,745	D

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
LIPSCOMB JAMES L 200 PARK AVENUE NEW YORK, NY 10166	Director 10% Owner Officer Exec. VP & General Counsel

Signatures

Gwenn L. Carr, authorized signer
05/08/2008

__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) Sale of shares acquired pursuant to the MetLife Inc. 2005 Stock and Incentive Compensation Plan for the performance period January 1, 2005 to December 31, 2007.

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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