

METLIFE INC  
Form 4  
September 24, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
TOPPETA WILLIAM J

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 (Month/Day/Year)  
09/22/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

200 PARK AVENUE

President, International

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

NEW YORK, NY 10166

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 09/22/2010                           |  | M                              |   | 10,000 A \$ 29.95   | 142,925  | D   |
| Common Stock                    | 09/22/2010                           |  | S <sup>(1)</sup>               |   | 1,000 D \$ 40.5201  | 141,925  | D   |
| Common Stock                    | 09/22/2010                           |  | S <sup>(1)</sup>               |   | 1,000 D \$ 40.528   | 140,925  | D   |
| Common Stock                    | 09/22/2010                           |  | S <sup>(1)</sup>               |   | 1,000 D \$ 40.5301  | 139,925  | D   |
| Common Stock                    | 09/22/2010                           |  | S <sup>(1)</sup>               |   | 300 D \$ 40.543   | 139,625  | D   |

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|              |            |                  |       |   |            |         |   |
|--------------|------------|------------------|-------|---|------------|---------|---|
| Common Stock | 09/22/2010 | S <sup>(1)</sup> | 700   | D | \$ 40.55   | 138,925 | D |
| Common Stock | 09/22/2010 | S <sup>(1)</sup> | 500   | D | \$ 40.575  | 138,425 | D |
| Common Stock | 09/22/2010 | S <sup>(1)</sup> | 500   | D | \$ 40.58   | 137,925 | D |
| Common Stock | 09/22/2010 | S <sup>(1)</sup> | 959   | D | \$ 40.65   | 136,966 | D |
| Common Stock | 09/22/2010 | S <sup>(1)</sup> | 500   | D | \$ 40.6501 | 136,466 | D |
| Common Stock | 09/22/2010 | S <sup>(1)</sup> | 600   | D | \$ 40.66   | 135,866 | D |
| Common Stock | 09/22/2010 | S <sup>(1)</sup> | 600   | D | \$ 40.68   | 135,266 | D |
| Common Stock | 09/22/2010 | S <sup>(1)</sup> | 400   | D | \$ 40.69   | 134,866 | D |
| Common Stock | 09/22/2010 | S <sup>(1)</sup> | 941   | D | \$ 40.7    | 133,925 | D |
| Common Stock | 09/22/2010 | S <sup>(1)</sup> | 1,000 | D | \$ 40.71   | 132,925 | D |

Common Stock

344

I

By the  
MetLife  
Policyholder  
Trust <sup>(2)</sup>

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

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(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      \$ 29.95      09/15/2010      M      10,000      (3)      04/08/2011      Common  
 (Right to      Stock      10,000  
 Buy)

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| TOPPETA WILLIAM J<br>200 PARK AVENUE<br>NEW YORK, NY 10166 |               |           | President, International |       |

## Signatures

Gwenn L. Carr, authorized  
 signer      09/24/2010

\_\_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) The sale transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 Sales Plan adopted by the reporting person on May 13, 2010.
- (2) 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.
- (3) The option became fully exercisable on April 9, 2004.

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