

METLIFE INC
Form 4
March 08, 2011

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 *
TOPPETA WILLIAM J

(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)
03/07/2011

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)
President, International

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Stock	03/07/2011		M ⁽¹⁾		7,335	A	\$ 30.35	131,450	D	
Common Stock	03/07/2011		S ⁽¹⁾		7,335	D	\$ 45.68	124,115	D	
Common Stock	03/07/2011		M ⁽²⁾		10,325	A	\$ 29.95	134,440	D	
Common Stock	03/07/2011		S ⁽²⁾		10,325	D	\$ 45.68	124,115	D	
Common Stock								344	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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(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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
					Acquired (A)	or Disposed of (D)	Date Exercisable	Expiration Date		
Employee Stock Option (Right to Buy)	\$ 30.35	03/07/2011		M ⁽¹⁾	7,335		⁽⁴⁾	02/18/2012	Common Stock	7,335
Employee Stock Option (Right to Buy)	\$ 29.95	03/07/2011		M ⁽²⁾	10,325		⁽⁵⁾	04/08/2011	Common Stock	10,325

Reporting Owners

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

Signatures

Richard S. Collins, authorized signer
03/08/2011

__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 option exercise and the sale of shares associated with the exercise reported in this Form 4 were effected pursuant to a Rule 10b5-1 Sales Plan adopted by the reporting person on August 6, 2010.
- (2) The option exercise and the sale of shares associated with the exercise reported in this Form 4 were effected pursuant to a Rule 10b5-1 Sales Plan adopted by the reporting person on November 5, 2010.
- (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.
- (4) The option vested in three equal installments on February 19, 2003, 2004, and 2005
- (5) The option vested in three equal installments on April 9, 2002, 2003 and 2004.

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.