

METLIFE INC
Form 4
March 07, 2014

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 *
Hirschhorn Beth

(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)
03/06/2014

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, Global Brand

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	(A) or (D)	Price
Common Stock	03/06/2014		M		16,550	A	\$ 45.79
Common Stock	03/06/2014		S		15,465	D	\$ 52.45 (1) (2)
Common Stock	03/06/2014		M		11,733	A	\$ 38.29
Common Stock	03/06/2014		S		10,112	D	\$ 52.41 (1) (3)
	03/06/2014		M		6,060	A	39,233

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Common Stock					\$ 34.86		
Common Stock	03/06/2014	S	5,017	D	\$ 52.46	34,216	D
					<u>(1)</u> <u>(4)</u>		

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 45.79	03/06/2014		M	16,550	<u>(5)</u> 02/22/2021	Common Stock	16,550	
Employee Stock Option (Right to Buy)	\$ 38.29	03/06/2014		M	11,733	<u>(6)</u> 02/27/2022	Common Stock	11,733	
Employee Stock Option (Right to Buy)	\$ 34.86	03/06/2014		M	6,060	<u>(7)</u> 02/25/2023	Common Stock	6,060	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
				EVP, Global Brand

Hirschhorn Beth
200 PARK AVENUE
NEW YORK, NY 10166

Signatures

Timothy J. Ring, authorized
signer

03/07/2014

__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) and (4) to this Form 4.
- (2) These shares were sold in multiple transactions at prices ranging from \$52.44 to \$52.49, inclusive.
- (3) These shares were sold in multiple transactions at prices ranging from \$52.40 to \$52.42, inclusive.
- (4) These shares were sold in multiple transactions at prices ranging from \$52.45 to \$52.47, inclusive.
- (5) The option is exercisable in three equal installments beginning on February 23, 2012, 2013, and 2014.
- (6) The option is exercisable in three equal installments beginning on February 28, 2013, 2014, and 2015.
- (7) The option is exercisable in three equal installments beginning on February 26, 2014, 2015, and 2016.

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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