

METLIFE INC  
Form 4  
September 10, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**KILTS JAMES M**

(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)  
**08/30/2013**

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)

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)
Common Stock	08/30/2013		<u>G(1)</u>	V 236 D	\$ 0 30,463	D	
Common Stock	08/30/2013		<u>G(1)</u>	236 A	\$ 0 236	I	by JMK Investments 2, LP
6.50% Non-Cumulative Preferred Stock, Series B	08/30/2013		<u>G(1)</u>	145 D	\$ 0 0	D	
6.50% Non-Cumulative Preferred Stock, Series B	08/30/2013		<u>G(1)</u>	145 A	\$ 0 145	I	by JMK Investments 2, LP

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Common Stock	03/31/2014	G <sup>(2)</sup>	V	180	D	\$ 0	236 <sup>(2)</sup>	I	by JMK Investments 2, LP
6.50% Non-Cumulative Preferred Stock, Series B	03/31/2014	G <sup>(2)</sup>	V	111	D	\$ 0	145 <sup>(2)</sup>	I	by JMK Investments 2, LP

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 Beneficially Owned (Instr. 3)
				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
KILTS JAMES M 200 PARK AVENUE NEW YORK, NY 10166		X		

**Signatures**

Timothy J. Ring, authorized signer  
Date: 09/10/2014  
\*\*Signature of Reporting Person

## 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 Reporting Person transferred these shares to JMK Investments 2, LP ("JMK 2 LP"). The Reporting Person and his spouse were the sole limited partners of JMK 2 LP. The Reporting Person is the sole member of a limited liability company that is the sole general partner of JMK 2 LP.

(2) Represent gifts of limited partnership interests in JMK 2 LP to trusts for the benefit of each of the Reporting Person's two children. Each gift represented a 38.22% interest in JMK 2 LP. The Reporting Person disclaims beneficial ownership of shares held in the trusts.

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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