

METLIFE INC  
Form 4  
November 08, 2016

**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 \*  
Hijkoop Frans

(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)  
11/04/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
EVP & Chief HR Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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	11/04/2016		M		28,825	A	\$ 33.31
							84,388.1401
Common Stock	11/04/2016		S		28,825	D	\$ 47.3247
							55,563.1401
Common Stock	11/04/2016		M		31,818	A	\$ 34.86
							87,381.1401
Common Stock	11/04/2016		S		31,818	D	\$ 47.5524
							55,563.1401

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

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SEC 1474  
(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 (Right to Buy)	\$ 33.31	11/04/2016		M	28,825	<sup>(4)</sup> 08/28/2021	Common Stock 28,825
Employee Stock Option (Right to Buy)	\$ 34.86	11/04/2016		M	31,818	<sup>(5)</sup> 02/25/2023	Common Stock 31,818

### Reporting Owners

Reporting Owner Name / Address	Relationships
Hijkoop Frans 200 PARK AVENUE NEW YORK, NY 10166	Director 10% Owner Officer EVP & Chief HR Officer

### Signatures

Mark A. Schuman  
11/08/2016  
Date

\*\*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).

- The price reported is the weighted average price of the aggregate number of shares sold in multiple open market transactions. The Reporting Person undertakes to provide to the staff of the SEC, MetLife, Inc., or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) or in footnote (3) to this Form 4.
- (1) The price reported is the weighted average price of the aggregate number of shares sold in multiple open market transactions. The Reporting Person undertakes to provide to the staff of the SEC, MetLife, Inc., or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) or in footnote (3) to this Form 4.
  - (2) The shares were sold in multiple transactions at prices \$47.24 to \$47.45, inclusive.
  - (3) The shares were sold in multiple transactions at prices \$47.47 to \$47.66, inclusive.
  - (4) The options became exercisable in three equal installments on August 29, 2012, 2013, and 2014.
  - (5) The options became exercisable in three equal installments 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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