

Khalaf Michel
Form 4
March 06, 2018

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 *
Khalaf Michel

(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)
03/02/2018

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, U.S. Business,EMEA

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/02/2018		M		2,904	A	Ⓣ 23,685
Common Stock	03/02/2018		D		2,904	D	\$ 45.5 20,781
Common Stock	03/02/2018		M		4,370	A	Ⓣ 25,151
Common Stock	03/02/2018		D		4,370	D	\$ 45.5 20,781
Common Stock	03/02/2018		M		3,201	A	Ⓣ 23,982

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Common Stock	03/02/2018	D	3,201	D	\$ 45.5	20,781	D
Common Stock	03/02/2018	A ⁽²⁾	17,425	A	\$ 45.5	38,206	D
Common Stock	03/02/2018	D ⁽²⁾	17,425	D	\$ 45.5	20,781	D

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Units (Cash Payable)	<u>(1)</u>	03/02/2018		M			2,904 <u>(3)</u>	<u>(4)</u>	<u>(4)</u>	Common Stock
Restricted Units (Cash Payable)	<u>(1)</u>	03/02/2018		M			4,370 <u>(5)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock
Restricted Units (Cash-Payable)	<u>(1)</u>	03/02/2018		M			3,201 <u>(7)</u>	<u>(8)</u>	<u>(8)</u>	Common Stock
Employee Stock Option (Right to Buy)	\$ 45.5	03/02/2018		A			34,608	<u>(9)</u>	03/01/2028	Common Stock
Restricted Stock Units	<u>(10)</u>	03/02/2018		A			11,539	<u>(11)</u>	<u>(11)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Khalaf Michel 200 PARK AVENUE NEW YORK, NY 10166			President, U.S. Business, EMEA	

Signatures

Mark A. Schuman, authorized
signer

03/06/2018

__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) Each Restricted Unit is the contingent right to receive cash equal to the closing price of one share of MetLife, Inc. common stock on the vesting date.
- (2) Cash payout of 2015-2017 Performance Units, following determination of the performance factor for such award. Each Performance Unit is settled in cash equal to the closing price of one share of MetLife, Inc. common stock on the payout date.
Includes 309 Restricted Units previously added to the reporting person's award through an adjustment to maintain the intrinsic value of the Restricted Units in light of the distribution by MetLife, Inc., to its shareholders of Brighthouse Financial, Inc. common stock. The reporting person did not receive shares of Brighthouse Financial, Inc. common stock on account of the Restricted Units.
- (3) The Restricted Units vested in three installments on February 24, 2016, 2017 and 2018. This installment became payable following the certification that MetLife, Inc. met specified financial goals.
Includes 466 Restricted Units previously added to the reporting person's award through an adjustment to maintain the intrinsic value of the Restricted Units in light of the distribution by MetLife, Inc., to its shareholders of Brighthouse Financial, Inc. common stock. The reporting person did not receive shares of Brighthouse Financial, Inc. common stock on account of the Restricted Units.
- (4) The Restricted Stock Units vest in three installments on March 1, 2017, 2018 and 2019. The requisite certification that MetLife, Inc. met specified financial goals took place earlier.
Includes 341 Restricted Units previously added to the reporting person's award through an adjustment to maintain the intrinsic value of the Restricted Units in light of the distribution by MetLife, Inc., to its shareholders of Brighthouse Financial, Inc. common stock. The reporting person did not receive shares of Brighthouse Financial, Inc. common stock on account of the Restricted Units
- (5) The Restricted Units vest in three installments on March 1, 2019, 2020 and 2021.
- (6) The options become exercisable in three installments on March 1, 2019, 2020 and 2021.
- (7) Each Restricted Stock Unit is the contingent right to receive one share of MetLife, Inc. common stock.
- (8) The Restricted Stock Units vest in three installments on March 1, 2019, 2020 and 2021.

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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