

O'DONNELL WILLIAM C
 Form 4
 February 28, 2019

FORM 4

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

OMB APPROVAL

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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 *
 O'DONNELL WILLIAM C

(Last) (First) (Middle)

METLIFE, INC., 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)
 02/26/2019

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 & Chief Accounting Officer

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	02/26/2019		A ⁽¹⁾	2,364 A \$ 44.65	13,324	D	
Common Stock	02/26/2019		F ⁽²⁾	917 D \$ 44.65	12,407	D	
Common Stock					1,292 ⁽³⁾	I	By MetLife 401(k) Plan ⁽⁴⁾

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 44.65	02/26/2019		A	10,081	(5) 02/25/2029	Common Stock 10,081
Restricted Stock Units	(6)	02/26/2019		A	3,360	(7) (7)	Common Stock 3,360
Common Stock Equivalent Units	(8)					(8) (8)	Common Stock (8)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'DONNELL WILLIAM C METLIFE, INC., 200 PARK AVENUE NEW YORK, NY 10166			EVP & Chief Accounting Officer	

Signatures

Mark A. Schuman, authorized signer
02/28/2019
**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)

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Shares acquired from the payout of the 2016-2018 Performance Share Award following determination of the performance factor for such award.

- (2) Shares withheld to satisfy the Reporting Person's tax withholding obligation due on the Performance Share payout.
- (3) Between March 1, 2018 and February 27, 2019, the reporting person acquired 103 shares in the MetLife, Inc. common stock fund of the MetLife 401(k) Plan. The information in this report is based on plan information as of February 27, 2019.
- (4) The reported holding reflects interests in a MetLife, Inc. common stock fund allocated to and indirectly held by the reporting person under the MetLife 401(k) Plan, a "Qualified Plan" under Rule 16b-3(b)(4).
- (5) The options become exercisable in three installments on February 26, 2020, 2021 and 2022.
- (6) Each Restricted Stock Unit is the contingent right to receive one share of MetLife, Inc. common stock.
- (7) The Restricted Stock Units vest in three installments on March 2, 2020, March 1, 2021 and March 1, 2022.
Each Common Stock Equivalent Unit is the economic value of one share of MetLife, Inc. common stock. Common Stock Equivalent
- (8) Units were acquired pursuant to the MetLife Auxiliary Match Plan, an "Excess Benefit Plan" under Rule 16b-3(b)(2). When such Common Stock Equivalent Units are distributed, they are settled in cash.
- (9) Between February 3, 2018 and February 27, 2019, the reporting person acquired 37 Common Stock Equivalents under the MetLife Auxiliary Match Plan. The information in this report is based on plan information as of February 27, 2019.

Remarks:

The Reporting Person's Section 16 disclosure will round shares owned in the MetLife 401(k) Plan and Deferred Share Equivalent

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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