

SCHMIDT OSCAR  
Form 4  
March 05, 2019

**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 \*  
SCHMIDT OSCAR

2. Issuer Name and Ticker or Trading Symbol  
METLIFE INC [MET]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
200 PARK AVENUE  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/01/2019

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
President, Latin America

NEW YORK, NY 10166

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	03/01/2019		M		2,429	A	Ⓣ 2,429	D
Common Stock	03/01/2019		D		2,429	D	\$ 0 0	D
Common Stock	03/01/2019		M		1,778	A	Ⓣ 1,778	D
Common Stock	03/01/2019		D		1,778	D	\$ 0 0	D
Common Stock	03/04/2019		M		3,297	A	Ⓣ 3,297	D

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Common Stock      03/04/2019      D      3,297      D      \$ 0      0      D

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 or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title	Amount or Number of Shares
Restricted Units (Cash Payable)	<u>(1)</u>	03/01/2019		M	2,429 <u>(2)</u>	<u>(3)</u> <u>(3)</u>	Common Stock	2,429
Restricted Units (Cash Payable)	<u>(1)</u>	03/01/2019		M	1,778 <u>(4)</u>	<u>(3)</u> <u>(3)</u>	Common Stock	1,778
Restricted Units (Cash Payable)	<u>(1)</u>	03/04/2019		M	3,297	<u>(3)</u> <u>(3)</u>	Common Stock	3,297

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHMIDT OSCAR 200 PARK AVENUE NEW YORK, NY 10166			President, Latin America	

## Signatures

Mark A. Schuman, authorized  
signer

03/05/2019

\_\_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) 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.  
  
Includes 259 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.
  - (2) The Restricted Units vest in three installments on the first business day in March on or following each of the first three anniversaries of the Grant Date.  
  
Includes 189 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 vest in three installments on the first business day in March on or following each of the first three anniversaries of the Grant Date.  
  
Includes 189 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.