

Mullaney William J
 Form 4
 May 18, 2010

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 *
 Mullaney William J

(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)
 05/17/2010

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	05/17/2010		M		425	A	\$ 29.95
Common Stock	05/17/2010		S ⁽¹⁾		425	D	\$ 41.42
Common Stock					46	I	By the MetLife Policyholder Trust ⁽²⁾
Common Stock					65	I	By Daughter in the MetLife

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- (1) The sale transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 Sales Plan adopted by the reporting person on June 10, 2009.
- (2) Shares held in trust under the MetLife Policyholder Trust established to hold shares of Common Stock allocated to eligible policyholders of Metropolitan Life Insurance Company, a wholly-owned subsidiary of MetLife, Inc.
- (3) The option became fully exercisable on April 9, 2004.

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. At the end of the grant for each of the next three years. At December 31, 2005, two-thirds of the grant (13,334 shares) had vested and is included in Table I and on February 18, 2006 the reporting person will receive 6,666 shares of common stock of the issuer (or cash equal to the value of the common stock on the settlement date, at the sole discretion of the Company), provided the reporting person remains an employee of the issuer on that

date.(3)The phantom stock vests in increments of one-third on the anniversary date of the grant for each of the next three years. At December 31, 2005, one-third of the grant (3,334 shares) had vested and is included in Table I and on February 4, 2006 and 2007, the reporting person will receive 3,333 shares of common stock of the issuer (or cash equal to the value of the common stock on the settlement date, at the sole discretion of the Company) provided the reporting person remains an employee of the issuer on those dates.(4)The phantom stock vests in increments of one-third on the anniversary date of the grant for each of the next three years. At December 31, 2005, one-third of the grant (1,167 shares) had vested and is included in Table I and on December 6, 2006 and 2007, the reporting person will receive 1,167 and 1,166 shares, respectively, of common stock of the issuer (or cash equal to the value of the common stock on the settlement date, at the sole discretion of the Company), provided the reporting person remains an employee of the issuer on those dates.

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