

METLIFE INC

Form 4

December 03, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Morris Maria R

(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)  
12/01/2015

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, Global Employee Benefits

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 12/01/2015                              |                                                             | M <sup>(1)</sup>                     | 2,000 A                                                                 | \$ 23.3 91,275.4885                                                                                                | D                                                                       |                                                                   |
| Common<br>Stock                       | 12/01/2015                              |                                                             | S <sup>(1)</sup>                     | 2,000 D                                                                 | \$ 51.2454 89,275.4885                                                                                             | D                                                                       |                                                                   |
| Common<br>Stock                       | 12/01/2015                              |                                                             | M <sup>(1)</sup>                     | 2,200 A                                                                 | \$ 34.84 91,475.4885                                                                                               | D                                                                       |                                                                   |
| Common<br>Stock                       | 12/01/2015                              |                                                             | S <sup>(1)</sup>                     | 2,200 D                                                                 | \$ 51.21 89,275.4885                                                                                               | D                                                                       |                                                                   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 23.3                                                            | 12/01/2015                              |                                                             | M <sup>(1)</sup>                     | 2,000                                                                                                           | <sup>(4)</sup> 02/23/2019                                      | Common<br>Stock                                                     | 2,000                                     |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 34.84                                                           | 12/01/2015                              |                                                             | M <sup>(1)</sup>                     | 2,200                                                                                                           | <sup>(5)</sup> 02/22/2020                                      | Common<br>Stock                                                     | 2,200                                     |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                               |       |
|---------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                         | Director      | 10% Owner | Officer                       | Other |
| Morris Maria R<br>200 PARK AVENUE<br>NEW YORK, NY 10166 |               |           | EVP, Global Employee Benefits |       |

## Signatures

Mark A. Schuman, authorized  
signer 12/03/2015

\_\_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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

The price reported is the weighted average price of the aggregate number of shares sold in multiple open market transactions. The

(2) Reporting Person undertakes to provide to the staff of the SEC, MetLife, Inc., or a security holder of MetLife, Inc., upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.

(3) The shares were sold in multiple transactions at prices ranging from \$51.210 to \$51.283, inclusive.

(4) The option vested in three equal installments on February 24, 2010, 2011 and 2012.

(5) The option vested in three equal installments on February 23, 2011, 2012 and 2013.

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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