

O'DONNELL WILLIAM C
 Form 4
 March 06, 2018

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

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)
 03/02/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & Chief Accounting Officer

NEW YORK, NY 10166

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/02/2018		M		671	A	11	9,615	D	
Common Stock	03/02/2018		F(2)		264	D	\$ 45.5	9,351	D	
Common Stock	03/02/2018		M		898	A	11	10,249	D	
Common Stock	03/02/2018		F(2)		352	D	\$ 45.5	9,897	D	
Common Stock	03/02/2018		M		658	A	11	10,555	D	

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Common Stock	03/02/2018	F ⁽²⁾	218	D	\$ 45.5	10,337	D	
Common Stock	03/02/2018	A ⁽³⁾	932	A	\$ 45.5	11,269	D	
Common Stock	03/02/2018	F ⁽⁴⁾	309	D	\$ 45.5	10,960	D	
Common Stock						1,188.78 ⁽⁵⁾	I	By Savings and Investment Plan ⁽⁶⁾

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 of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	03/02/2018		M	671 <u>(7)</u>	<u>(8)</u> <u>(8)</u>	Common Stock	671 <u>(7)</u>	\$
Restricted Stock Units	<u>(1)</u>	03/02/2018		M	898 <u>(9)</u>	<u>(10)</u> <u>(10)</u>	Common Stock	898 <u>(9)</u>	\$
Restricted Stock Units	<u>(1)</u>	03/02/2018		M	658 <u>(11)</u>	<u>(12)</u> <u>(12)</u>	Common Stock	658 <u>(11)</u>	\$
Common Stock Equivalent Units	<u>(13)</u>					<u>(13)</u> <u>(13)</u>	Common Stock	<u>(13)</u>	

Reporting Owners

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

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 Stock Unit is the contingent right to receive one share of MetLife, Inc. common stock.
- (2) Shares withheld to satisfy the Reporting Person's tax withholding obligation due on the Restricted Share Unit payout.
- (3) Shares acquired from the payout of the 2015-2017 Performance Share Award following determination of the performance factor for such award.
- (4) Shares withheld to satisfy the Reporting Person's tax withholding obligation due on the Performance Share payout.
- (5) Between June 1, 2017 and February 28, 2018, the reporting person acquired 57.1817 shares in the MetLife, Inc. common stock fund of the Savings and Investment Plan. The information in this report is based on a plan statement dated as of February 28, 2018.
The reported holding reflects interests in a MetLife, Inc. common stock fund allocated to and indirectly held by the reporting person under the Savings and Investment Plan for Employees of Metropolitan Life and Participating Affiliates, a "Qualified Plan" under Rule 16b-3(b)(4).
- (6) Includes 71 Restricted Stock Units previously added to the reporting person's award through an adjustment to maintain the intrinsic value of the Restricted Stock 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 Stock Units.
- (7) The Restricted Stock Units vested in three installments on February 24, 2016, 2017 and 2018. This installment became payable following the certification on March 2, 2018 that MetLife, Inc. met specified financial goals.
Includes 96 Restricted Stock Units previously added to the reporting person's award through an adjustment to maintain the intrinsic value of the Restricted Stock 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 Stock Units.
- (8) The Restricted Stock Units vest in three installments on March 1, 2017, 2018 and 2019.
Includes 70 Restricted Stock Units previously added to the reporting person's award through an adjustment to maintain the intrinsic value of the Restricted Stock 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 Stock Units.
- (9) The Restricted Stock Units vest in three installments on March 1, 2018, 2019 and 2020.
- (10) Each Common Stock Equivalent Unit is the economic value of one share of MetLife, Inc. common stock. Common Stock Equivalent Units were acquired pursuant to the Metropolitan Life Auxiliary Savings and Investment Plan, an "Excess Benefit Plan" under Rule 16b-3(b)(2). When such Common Stock Equivalent Units are distributed, they are settled in cash.
- (11) Between June 1, 2017 and February 2, 2018, the reporting person acquired 49.3950 Common Stock Equivalents under the Metropolitan Life Auxiliary Savings and Investment Plan. The information in this report is based on a plan statement dated as of February 2, 2018. There has been no activity since February 2, 2018.
- (12) Life Auxiliary Savings and Investment Plan. The information in this report is based on a plan statement dated as of February 2, 2018. There has been no activity since February 2, 2018.

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