

REIN CATHERIN A
Form 4
May 22, 2007

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 *
REIN CATHERIN A

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/18/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Senior EVP & CAO

200 PARK AVENUE

(Street)

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

NEW YORK, NY 10166

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 05/18/2007 | | M | | 62,675 A \$ 29.95 | 152,882 | D |
| Common Stock | 05/18/2007 | | S | | 62,675 D \$ 68.4016 | 90,207 | D |
| Common Stock | 05/18/2007 | | M | | 109,650 A \$ 30.35 | 199,857 | D |
| Common Stock | 05/18/2007 | | S | | 109,650 D \$ 68.4267 | 90,207 | D |
| Common Stock | 05/18/2007 | | M | | 75,000 A \$ 26 | 165,207 | D |

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| | | | | | | | | | |
|--------------|------------|--|---|--------|---|------------|---------|---|--|
| Common Stock | 05/18/2007 | | S | 75,000 | D | \$ 68.3967 | 90,207 | D | |
| Common Stock | 05/18/2007 | | M | 65,000 | A | \$ 35.26 | 155,207 | D | |
| Common Stock | 05/18/2007 | | S | 65,000 | D | \$ 68.4101 | 90,207 | D | |
| Common Stock | 05/18/2007 | | M | 36,668 | A | \$ 38.47 | 126,875 | D | |
| Common Stock | 05/18/2007 | | S | 36,668 | D | \$ 68.4647 | 90,207 | D | |
| Common Stock | 05/18/2007 | | M | 15,000 | A | \$ 50.12 | 105,207 | D | |
| Common Stock | 05/18/2007 | | S | 15,000 | D | \$ 68.4632 | 90,207 | D | |
| Common Stock | 05/21/2007 | | M | 200 | A | \$ 29.95 | 90,407 | D | |
| Common Stock | 05/21/2007 | | S | 200 | D | \$ 68.43 | 90,207 | D | |
| Common Stock | | | | | | | 10 | I | By MetLife Policyholder Trust ⁽¹⁾ |

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.

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(9-02)

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 Number Shares |
| Employee Stock Option (right to buy) | \$ 29.95 | 05/18/2007 | | M | 62,675 | ⁽²⁾ 04/08/2011 | Common Stock 62,675 |

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) Shares held in trust under 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.
- (2) The option vested in three equal installments on April 9, 2002, 2003 and 2004.
- (3) The option vested in three equal installments on February 19, 2003, 2004 and 2005.
- (4) The option vested in three equal installments on February 18, 2004, 2005 and 2006.
- (5) The option vested in three equal installments on February 17, 2005, 2006 and 2007.
- (6) Two-Thirds (2/3) of this option is currently vested and exercisable. The remaining one-third (1/3) will become exercisable on April 15, 2008.
- (7) One-Third (1/3) of this option is currently vested and exercisable. The remaining two-thirds (2/3) will become exercisable on February 28, 2008 and 2009.
- (8) 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.