

Lee Esther
Form 4
March 06, 2018

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lee Esther

(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)

03/02/2018

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 & Chief Marketing Officer

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 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		2,427	A 14,023	D
Common Stock	03/02/2018		F(2)		1,117	D \$ 45.5	12,906 D
Common Stock	03/02/2018		M		1,778	A 14,684	D
Common Stock	03/02/2018		F(2)		947	D \$ 45.5	13,737 D

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

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	03/02/2018		M			2,427 (3)	(4)	(4)	Common Stock	2,427 (3)
Restricted Stock Units	(1)	03/02/2018		M			1,778 (5)	(6)	(6)	Common Stock	1,778 (5)
Employee Stock Option (Right to Buy)	\$ 45.5	03/02/2018		A		11,866		(7)	03/01/2028	Common Stock	11,866
Restricted Stock Units	(1)	03/02/2018		A		3,957		(8)	(8)	Common Stock	3,957

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lee Esther 200 PARK AVENUE NEW YORK, NY 10166			EVP & Chief Marketing 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.

Includes 258 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.

(4) The Restricted Stock Units vest in three installments on March 1, 2017, 2018 and 2019. The requisite certification that MetLife, Inc. met specified financial goals took place earlier.

Includes 189 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.

(6) The Restricted Stock Units vest in three installments on March 1, 2018, 2019 and 2020. The requisite certification that MetLife, Inc. met specified financial goals took place earlier.

(7) The options become exercisable in three installments on March 2, 2019, 2020 and 2021.

(8) The Restricted Stock Units vest in three installments on March 1, 2019, 2020 and 2021.

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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