

O'DONNELL WILLIAM C
 Form 4
 March 05, 2019

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 *
 O'DONNELL WILLIAM C

(Last) (First) (Middle)
 METLIFE, INC., 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)
 03/01/2019

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 Accounting 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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	03/01/2019		M		899	A	13,306	D
Common Stock	03/01/2019		F(2)		299	D	\$ 45.55	D
Common Stock	03/01/2019		M		658	A	13,665	D
Common Stock	03/01/2019		F(2)		224	D	\$ 45.55	D
Common Stock							1,292	I

By
 MetLife
 401(k)

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 or Value of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Units	<u>(1)</u>	03/01/2019		M	899 <u>(4)</u>	<u>(5)</u>	<u>(5)</u>	Common Stock	899 <u>(4)</u>
Restricted Stock Units	<u>(1)</u>	03/01/2019		M	658 <u>(6)</u>	<u>(5)</u>	<u>(5)</u>	Common Stock	658 <u>(6)</u>
Common Stock Equivalent Units	<u>(7)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	<u>(7)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

O'DONNELL WILLIAM C
METLIFE, INC., 200 PARK AVENUE
NEW YORK, NY 10166

EVP & Chief Accounting Officer

Signatures

Mark A. Schuman, authorized
signer

03/05/2019

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 Stock Unit payout.
- (3) The reported holding reflects interests in a MetLife, Inc. common stock fund allocated to and indirectly held by the reporting person under the MetLife 401(k) Plan, a "Qualified Plan" under Rule 16b-3(b)(4).
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.
- (5) The Restricted Stock Units vest in three installments on the first business day in March on or following each of the first three anniversaries of the Grant Date.
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.
- (7) 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 MetLife Auxiliary Match Plan, an "Excess Benefit Plan" under Rule 16b-3(b)(2). When such Common Stock Equivalent Units are distributed, they are settled in cash.

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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