METLIFE INC Form 4/A

December 16, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

Check this box if no longer subject to

subject to Section 16. Form 4 or Form 5

obligations

may continue.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Washington, D.C. 20549

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

2. Issuer Name and Ticker or Trading

Symbol

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

HENRIKSON C ROBERT

		M	ETLIFE INC [MET]		(Check all applicable)			
(Last)	· · ·	(M	Date of Earliest Transacti Ionth/Day/Year) /01/2011	on	_X_ Director _X_ Officer (abelow)		10% Owner Other (specify	
(Street) NEW YORK, NY 10166			If Amendment, Date Original (Month/Day/Year) 1/03/2011	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
		(T)			Person			
(City)	(State)	(Zip)	Table I - Non-Derivat	ive Securities A	equired, Disposed	d of, or Benefi	icially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		re, if Transaction(A) or Code (Instr.	(A) or	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)	
Common Stock	11/01/2011		A 658	A 32.96	301,376	D		
Common Stock					12,638	I	By GRAT (2)	
Common Stock					6,175	I	By GRAT (2)	
Common Stock					10	I	By MetLife Policyholder Trust (3)	
					10	I		

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Common Stock			By Irrevocable Family Trust
Common Stock	10	I	By Spouse (3)
Common Stock	479	I	By Other (3)

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5		6. Date Exerc	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctionN	Number	Expiration D	ate	Amou	unt of	Derivative
Security	or Exercise		any	Code	0	f	(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	8) D	Derivative	e		Secur	rities	(Instr. 5)
	Derivative				S	Securities			(Instr	. 3 and 4)	
	Security				Α	Acquired					
					(1	A) or					
					D	Disposed					
					0	f (D)					
					(1	Instr. 3,					
					4	, and 5)					
										Amount	
							Date	Expiration		or	
							Exercisable	Date	Title Nu		
										of	
				Code	V (A) (D)				Shares	

Relationships

Date

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address			•	
	Director	10% Owner	Officer	Other
HENRIKSON C ROBERT 200 PARK AVENUE NEW YORK, NY 10166	X		Chairman	
Signatures				
Richard S. Collins, authorized signer		12/16/201	1	

Reporting Owners 2

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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 price for this transaction on the report previously filed on November 3, 2011 was incorrectly reflected as \$1.00.
- (2) These shares were previously reported as directly beneficially owned but were contributed a Grantor Retained Annuity Trust ("GRAT").
- (3) Shares held in trust under the 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.

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.