**METLIFE INC** 

Form 4

December 28, 2016

### FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Carlson Peter M			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	(Check an applicable)			
			(Month/Day/Year)	Director 10% Owner			
200 PARK AVENUE			12/23/2016	_X_ Officer (give title Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
NEW YORK,	NY 10166		Filed(Month/Day/Year)	Applicable Line) _X_ 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)	Code (Instr. 8)	3. 4. Securities Acquired (A) Transactiom Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/23/2016		Code V M	Amount 10,000	(D)	Price \$ 38.29	39,914	D	
Common Stock	12/23/2016		S	10,000	D	\$ 54.315 (1) (2)	29,914	D	
Common Stock	12/23/2016		M	13,636	A	\$ 34.86	43,550	D	
Common Stock	12/23/2016		S	13,636	D	\$ 54.3172 (1) (3)	29,914	D	

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

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SEC 1474 (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. Transactio Code (Instr. 8)	5. Number of or 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 or Number of Shares
Employee Stock Option (Right to Buy)	\$ 38.29	12/23/2016		M	10,000	<u>(4)</u>	02/27/2022	Common Stock	10,000
Employee Stock Option (Right to Buy	\$ 34.86	12/23/2016		M	13,636	<u>(5)</u>	02/25/2023	Common Stock	13,636

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Carlson Peter M 200 PARK AVENUE NEW YORK, NY 10166

**EVP & Chief Accounting Officer** 

### **Signatures**

Mark A. Schuman, Authorized Signer 12/28/2016

\*\*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) The price reported is the weighted average price of the aggregate number of shares sold in multiple open market transactions. The Reporting Person undertakes to provide to the staff of the SEC, the Issuer, or a security holder of the Issuer, upon request, full information

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regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) and (3) to this Form 4.

- (2) The shares were sold in multiple transactions at prices ranging from \$54.21 to \$54.52, inclusive.
- (3) The shares were sold in multiple transactions at prices ranging from \$54.18 to \$54.46, inclusive.
- (4) The options became exercisable in three equal installments on February 28, 2013, 2014 and 2015.
- (5) The options became exercisable in three equal installments on February 26, 2014, 2015 and 2016.

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.