

KILTS JAMES M  
Form 4  
December 14, 2018

# FORM 4

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

OMB APPROVAL

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## 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 \*  
KILTS JAMES M

(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)  
12/13/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D) Code V Amount Price                                    |   |  |  |
| Common Stock                    | 12/13/2018                           |  | A <sup>(1)</sup>               | 536.8958 A \$ 39.52   | 71,664.2347   | D  |  |
| Common Stock                    |                                      |  |                                |   | 236   | I  | by JMK Investments 2, LP <sup>(2)</sup>    |

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) |                  |                 |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title        | Amount of Number of Shares |
| Common Stock Equivalent Units              | (3)  | 12/13/2018                           |  | A                              | (4)   | 120.8696   |   | (3)              | (3)             | Common Stock | 120.8696                   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| KILTS JAMES M<br>METLIFE, INC., 200 PARK AVENUE<br>NEW YORK, NY 10166 |               |           | X       |       |

## Signatures

Mark A. Schuman, authorized signer  
12/14/2018

\_\_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).
- Represents imputed reinvestment of dividends on Deferred Shares in the Reporting Person's deferral account pursuant to the MetLife
- (1) Deferred Compensation Plan for Non-Management Directors. Deferred Shares represent shares of MetLife, Inc. common stock that have become payable, but that remain unpaid because payment has been deferred.
  - (2) The Reporting Person disclaims beneficial ownership of 76.44% of shares held by JMK Investments 2, LP, representing limited partnership interests in trusts for the benefit of each of his children.
- 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 Deferred Compensation Plan for Non-Management Directors, whereby Directors may elect
- (3) to defer receipt of cash retainer fees for a specified period of time into a fund that tracks MetLife, Inc. common stock. Common Stock Equivalent Units are settled in cash. Directors may transfer deferred cash retainer fees out of the fund that tracks MetLife, Inc. common stock and into other simulated investments.
  - (4) Represents imputed reinvestment of dividends on Common Stock Equivalent Units.

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.