

O'DONNELL WILLIAM C
 Form 4
 March 06, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 O'DONNELL WILLIAM C

(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
 Officer (give title below) _____ Other (specify below)
 EVP & Chief Accounting Officer

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/02/2018		M	671 A \$ 9,615		D	
Common Stock	03/02/2018		F(2)	264 D \$ 45.5 9,351		D	
Common Stock	03/02/2018		M	898 A \$ 10,249		D	
Common Stock	03/02/2018		F(2)	352 D \$ 45.5 9,897		D	
Common Stock	03/02/2018		M	658 A \$ 10,555		D	

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Common Stock	03/02/2018	F ⁽²⁾	218	D	\$ 45.5	10,337	D	
Common Stock	03/02/2018	A ⁽³⁾	932	A	\$ 45.5	11,269	D	
Common Stock	03/02/2018	F ⁽⁴⁾	309	D	\$ 45.5	10,960	D	
Common Stock						1,188.78 ⁽⁵⁾	I	By Savings and Investment Plan ⁽⁶⁾

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. 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 of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	03/02/2018		M	671 <u>(7)</u>	<u>(8)</u>	<u>(8)</u>	Common Stock	671 <u>(7)</u>
Restricted Stock Units	<u>(1)</u>	03/02/2018		M	898 <u>(9)</u>	<u>(10)</u>	<u>(10)</u>	Common Stock	898 <u>(9)</u>
Restricted Stock Units	<u>(1)</u>	03/02/2018		M	658 <u>(11)</u>	<u>(12)</u>	<u>(12)</u>	Common Stock	658 <u>(11)</u>
Common Stock Equivalent Units	<u>(13)</u>					<u>(13)</u>	<u>(13)</u>	Common Stock	<u>(13)</u>

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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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