

Hele John C.R.
Form 4
March 06, 2018

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 *
Hele John C.R.

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)
200 PARK AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Chief Financial Officer

NEW YORK, NY 10166

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) | 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 | 03/02/2018 | | M | | 5,445 | A | Ⓣ 54,812 |
| Common Stock | 03/02/2018 | | F ⁽²⁾ | | 2,070 | D | \$ 45.5 52,742 |
| Common Stock | 03/02/2018 | | M | | 7,283 | A | Ⓣ 60,025 |
| Common Stock | 03/02/2018 | | F ⁽²⁾ | | 2,784 | D | \$ 45.5 57,241 |
| Common Stock | 03/02/2018 | | M | | 5,336 | A | Ⓣ 62,577 |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|---------|--------|---|
| Common Stock | 03/02/2018 | F ⁽²⁾ | 2,040 | D | \$ 45.5 | 60,537 | D |
| Common Stock | 03/02/2018 | A ⁽³⁾ | 15,128 | A | \$ 45.5 | 75,665 | D |
| Common Stock | 03/02/2018 | F ⁽⁴⁾ | 7,465 | D | \$ 45.5 | 68,200 | D |

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

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(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) | |
|--|--|--------------------------------------|--|--------------------------------|---|---------------------|--|------------------|---|---------------------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Units | <u>(1)</u> | 03/02/2018 | | M | | 5,445 <u>(5)</u> | <u>(6)</u> | <u>(6)</u> | Common Stock | 5,445 <u>(5)</u> |
| Restricted Stock Units | <u>(1)</u> | 03/02/2018 | | M | | 7,283 <u>(7)</u> | <u>(8)</u> | <u>(8)</u> | Common Stock | 7,283 <u>(7)</u> |
| Restricted Stock Units | <u>(1)</u> | 03/02/2018 | | M | | 5,336 <u>(9)</u> | <u>(10)</u> | <u>(10)</u> | Common Stock | 5,336 <u>(9)</u> |
| Employee Stock Option (Right to Buy) | \$ 45.5 | 03/02/2018 | | A | | 27,687 | <u>(11)</u> | 03/01/2028 | Common Stock | 27,687 |
| Restricted Stock Units | <u>(1)</u> | 03/02/2018 | | A | | 9,231 | <u>(12)</u> | <u>(12)</u> | Common Stock | 9,231 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Hele John C.R.
200 PARK AVENUE
NEW YORK, NY 10166

EVP & Chief Financial Officer

Signatures

Mark A. Schuman, authorized
signer

03/06/2018

__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).
- (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 Share Unit payout.
- (3) Shares acquired from the payout of 2015-2017 Performance Share Award pursuant to the MetLife, Inc. 2015 Stock and Incentive Compensation Plan.
- (4) Shares withheld to satisfy the Reporting Person's tax withholding obligation due on the Performance Share payout.
Includes 580 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 Units vested in three installments on February 24, 2016, 2017 and 2018. This installment became payable following the certification that MetLife, Inc. met specified financial goals.
Includes 776 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.
- (6) The Restricted Stock Units vest in three equal installments on the first business day of March 2017, 2018 and 2019. The requisite certification that MetLife, Inc. met specified financial goals took place earlier.
Includes 569 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) The Restricted Stock Units vest in three installments on March 1, 2018, 2019 and 2020. The requisite certification that MetLife, Inc. met specified financial goals took place earlier.
- (8) The options become exercisable in three equal installments on March 2, 2019, 2020 and 2021.
- (9) The Restricted Stock Units vest in three installments on the first business day in March 2019, 2020 and 2021.
- (10) The Restricted Stock Units vest in three installments on the first business day in March 2019, 2020 and 2021.

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.