

O'DONNELL WILLIAM C
 Form 4
 March 06, 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 *
 O'DONNELL WILLIAM C

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 Accounting 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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/02/2018		M		671	A	11	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	11	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	11	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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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 Security (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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