

SATCHER DAVID

Form 4

December 16, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SATCHER DAVID

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)
12/14/2009

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

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)
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Common
Stock

12/14/2009

Code V Amount (A) or (D) Price
J⁽¹⁾ 145 A \$
36.97

8,403

D

Common
Stock

260

I

By The
MetLife
Policyholder
Trust ⁽²⁾

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

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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 Derivative Security (Instr. 5)
Common Stock Equivalent Units	(3)	12/14/2009		J ⁽⁴⁾	29	(5) (5)	Common Stock	29 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SATCHER DAVID 200 PARK AVENUE NEW YORK, NY 10166	X			

Signatures

Jeffrey A. Welikson, authorized signer 12/16/2009

__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).

Reinvestment of dividends on shares held in the Reporting Person's share deferral account (the "Plan Account") pursuant to the MetLife

- (1) Deferred Compensation Plan for Outside Directors. The number of shares beneficially owned following the reported transaction may include adjustments in the Reporting Person's Plan Account to reflect the accumulation of fractional shares into whole shares.
- (2) Shares held in trust under the MetLife Policyholder Trust established to hold shares of Common Stock allocated to eligible policyholders of Metropolitan Life Insurance Company, a wholly-owned subsidiary of MetLife, Inc.
- (3) Each share of 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 Outside Directors whereby

- (4) Directors may elect to defer receipt of cash retainer fees into a fund that tracks MetLife, Inc. common stock. The number of Common Stock Equivalent Units reported reflect the payment of dividends in the reporting person's account.
- (5)

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Common Stock Equivalent Units were acquired pursuant to the MetLife Deferred Compensation Plan for Outside Directors whereby Directors may elect to defer receipt of cash retainer fees for a specified period of time into a fund that tracks MetLife, Inc. common stock. When such Common Stock Equivalent Units are distributed, they are settled in cash.

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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