

METLIFE INC
Form 4
December 28, 2016

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 *
Carlson Peter M

(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)
12/23/2016

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 (D) Price | | | |
| Common Stock | 12/23/2016 | | M | 10,000 A \$ 38.29 | 39,914 | D | |
| Common Stock | 12/23/2016 | | S | 10,000 D \$ 54.315 (1) (2) | 29,914 | D | |
| Common Stock | 12/23/2016 | | M | 13,636 A \$ 34.86 | 43,550 | D | |
| Common Stock | 12/23/2016 | | S | 13,636 D \$ 54.3172 (1) (3) | 29,914 | D | |

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 38.29 | 12/23/2016 | | M | 10,000 | <u>(4)</u> | 02/27/2022 | Common Stock | 10,000 |
| Employee Stock Option (Right to Buy) | \$ 34.86 | 12/23/2016 | | M | 13,636 | <u>(5)</u> | 02/25/2023 | Common Stock | 13,636 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Carlson Peter M 200 PARK AVENUE NEW YORK, NY 10166 | | | EVP & Chief Accounting Officer | |

Signatures

Mark A. Schuman, Authorized Signer
12/28/2016
Date

**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) The price reported is the weighted average price of the aggregate number of shares sold in multiple open market transactions. The Reporting Person undertakes to provide to the staff of the SEC, the Issuer, or a security holder of the Issuer, upon request, full information

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regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) and (3) to this Form 4.

- (2) The shares were sold in multiple transactions at prices ranging from \$54.21 to \$54.52, inclusive.
- (3) The shares were sold in multiple transactions at prices ranging from \$54.18 to \$54.46, inclusive.
- (4) The options became exercisable in three equal installments on February 28, 2013, 2014 and 2015.
- (5) The options became exercisable in three equal installments on February 26, 2014, 2015 and 2016.

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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