

METLIFE INC  
Form 4  
February 27, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**WHEELER WILLIAM J**

(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)  
02/25/2015

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)  
President, Americas

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 Ownership (Instr. 4) |              |   |                                 |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------------|---|---------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Amount or Price   |  |                                   |              |   |                                 |
| Common Stock                    | 02/25/2015                           |  | M                              |   | 5,416   | A  | Ⓣ                                 | 309,902.7918 | D |                                 |
| Common Stock                    | 02/25/2015                           |  | F                              |   | 2,003   | D  | \$ 51.16                          | 307,899.7918 | D |                                 |
| Common Stock                    | 02/26/2015                           |  | M                              |   | 7,323   | A  | Ⓣ                                 | 315,222.7918 | D |                                 |
| Common Stock                    | 02/26/2015                           |  | F                              |   | 2,924   | D  | \$ 51.03                          | 312,298.7918 | D |                                 |
| Common Stock                    |                                      |  |                                |   |   |  |                                   | 40           | I | By custodian for children under |

|              |    |   |   |
|--------------|----|---|---|
| Common Stock | 10 | I | UTMA<br>By the<br>MetLife<br>Policyholder<br>Trust <u>(2)</u> |
|--------------|----|---|---|

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)

**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 (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 or Value 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>   | 02/25/2015                           |  | M                              | 5,416  | <u>(3)</u>   | <u>(3)</u>  | Common Stock  | 5,416                      |
| Restricted Stock Units                     | <u>(1)</u>   | 02/26/2015                           |  | M                              | 7,323  | <u>(4)</u>   | <u>(4)</u>  | Common Stock  | 7,323                      |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships                          |
|--|--|
|  | Director   10% Owner   Officer   Other |
| WHEELER WILLIAM J<br>200 PARK AVENUE<br>NEW YORK, NY 10166 | President, Americas                    |

## Signatures

Timothy J. Ring, authorized signer 02/27/2015

    \*\*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 represents the contingent right to receive one share of MetLife, Inc. common stock.
- (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) The award of Restricted Stock Units vests in three equal installments on February 25, 2015, 2016 and 2017.
- (4) The award of Restricted Stock Units vests 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.

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.