

KANDARIAN STEVEN A

Form 4

March 06, 2018

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KANDARIAN STEVEN A

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

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

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

Chairman, President &amp; CEO

(Street)

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

NEW YORK, NY 10166

(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)
Common Stock	03/02/2018		M	18,151 A	<u>11</u> 360,560.9527	D	
Common Stock	03/02/2018		F <sup>(2)</sup>	6,217 D	\$ 45.5 354,343.9527	D	
Common Stock	03/02/2018		M	25,493 A	<u>11</u> 379,836.9527	D	
Common Stock	03/02/2018		F <sup>(2)</sup>	11,982 D	\$ 45.5 367,854.9527	D	
Common Stock	03/02/2018		M	18,677 A	<u>11</u> 386,531.9527	D	
	03/02/2018		F <sup>(2)</sup>	9,199 D	377,332.9527	D	

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Common Stock						\$ 45.5		
Common Stock	03/02/2018	A <sup>(3)</sup>	50,424	A		\$ 45.5	427,756.9527	D
Common Stock	03/02/2018	F <sup>(4)</sup>	24,834	D		\$ 45.5	402,922.9527	D
Common Stock						69,000	I	By GRAT

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 Security (Instr. 3 and 4)			
						Date Exercisable	Expiration Date	Title	Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)				
Restricted Stock Units	(1)	03/02/2018		M			18,151 (5)	(6)	(6)	Common Stock	18,151
Restricted Stock Units	(1)	03/02/2018		M			25,493 (7)	(8)	(8)	Common Stock	25,493
Restricted Stock Units	(1)	03/02/2018		M			18,677 (9)	(10)	(10)	Common Stock	18,677
Employee Stock Option (Right to Buy)	\$ 45.5	03/02/2018		A		108,768		(11)	03/01/2028	Common Stock	108,768
Restricted Stock Units	(1)	03/02/2018		A		36,264		(12)	(12)	Common Stock	36,264

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KANDARIAN STEVEN A 200 PARK AVENUE NEW YORK, NY 10166	X		Chairman, President & CEO	

## 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 the 2015-2017 Performance Share Award following determination of the performance factor for such award.
  - (4) Shares withheld to satisfy the Reporting Person's tax withholding obligation due on the Performance Share payout.  
Includes 1935 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 Stock 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 2719 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 installments on March 1, 2017, 2018 and 2019. The requisite certification that MetLife, Inc. met specified financial goals took place earlier.  
Includes 1991 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 installments on March 2, 2019, 2020 and 2021.
  - (9) The Restricted Stock Units vest in three installments on March 1, 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.