

METLIFE INC
Form 4
March 02, 2017

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 *
Townsend Christopher G

(Last) (First) (Middle)

LEVEL 20, CITYPLAZA 3, 14
TAIKOO WAN ROAD

(Street)

TAIKOO SHING, K3 00000

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

METLIFE INC [MET]

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

02/28/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

President, Asia

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	02/28/2017		M	2,595 A	2,595	D	
Common Stock	02/28/2017		D	2,595 D	\$ 52.49 0	D	
Common Stock	02/28/2017		M	2,500 A	2,500	D	
Common Stock	02/28/2017		D	2,500 D	\$ 52.49 0	D	

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Townsend Christopher G LEVEL 20, CITYPLAZA 3 14 TAIKOO WAN ROAD TAIKOO SHING. K3 00000			President, Asia	

Signatures

Mark A. Schuman, authorized
signer 03/02/2017

**Signature of Reporting Person

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 Unit is the contingent right to receive cash equal to the closing price of one share of MetLife, Inc. common stock on the vesting date.
 - (2) The Restricted Units vest in three equal installments on February 24, 2016, 2017 and 2018. This installment became payable following the certification on February 28, 2017 that MetLife, Inc. met specified financial goals.
 - (3)

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The Restricted Units vested in three equal installments on February 25, 2015, 2016 and 2017. This installment became payable following the certification on February 28, 2017 that MetLife, Inc. met specified financial goals.

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.