

METLIFE INC
Form 4
December 15, 2014

FORM 4

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

OMB APPROVAL

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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 *
KILTS JAMES M

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)
12/12/2014

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

NEW YORK, NY 10166

(City) (State) (Zip)

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

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 Price			
Common Stock	12/12/2014		A ⁽¹⁾	201.2785 A \$ 52.82	30,855.0809	D	
Common Stock					236	I	by JMK Investments 2, LP ⁽²⁾

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Common Stock Equivalent Units	(3)	12/12/2014		A(4)	59.3139	(5) (5)	Common Stock 59.3139

Reporting Owners

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

Signatures

Timothy J. Ring, authorized signer
12/15/2014

__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) Represents imputed reinvestment of dividends on Deferred Shares in the Reporting Person's deferral account (the "Plan Account") pursuant to the MetLife Non-Management Director Deferred Compensation Plan. Deferred Shares represent shares of MetLife, Inc. common stock that have become payable, but that remain unpaid because payment has been deferred.
 - (2) The Reporting Person disclaims beneficial ownership of 76.44% of shares held by JMK Investments 2, LP, representing limited partnership interests in trusts for the benefit of each of his children.
 - (3) Each Common Stock Equivalent Unit is the economic value of one share of MetLife, Inc. common stock.
 - (4) The number of Common Stock Equivalent Units reported reflects the payment of dividends in the Reporting Person's account. Common Stock Equivalent Units were acquired pursuant to the MetLife Non-Management Director Deferred Compensation Plan whereby Directors may elect to defer receipt of cash retainer fees into a fund that tracks MetLife, Inc. common stock.
 - (5) Common Stock Equivalent Units were acquired pursuant to the MetLife Non-Management Director Deferred Compensation Plan 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. 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.