

Goulart Steven J
 Form 4
 March 06, 2018

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 *
 Goulart Steven 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)
 03/02/2018

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 Investment 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/02/2018		M		3,631	A	Ⓣ 65,568
Common Stock	03/02/2018		F ⁽²⁾		1,231	D	\$ 45.5 64,337
Common Stock	03/02/2018		M		6,070	A	Ⓣ 70,407
Common Stock	03/02/2018		F ⁽²⁾		2,079	D	\$ 45.5 68,328
Common Stock	03/02/2018		M		4,447	A	Ⓣ 72,775

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Common Stock	03/02/2018	<u>F</u> ⁽²⁾	1,524	D	\$ 45.5	71,251	D
Common Stock	03/02/2018	<u>A</u> ⁽³⁾	10,085	A	\$ 45.5	81,336	D
Common Stock	03/02/2018	<u>F</u> ⁽⁴⁾	3,793	D	\$ 45.5	77,543	D

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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	03/02/2018		M		3,631 <u>(5)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	3,631 <u>(5)</u>
Restricted Stock Units	<u>(1)</u>	03/02/2018		M		6,070 <u>(7)</u>	<u>(8)</u>	<u>(8)</u>	Common Stock	6,070 <u>(7)</u>
Restricted Stock Units	<u>(1)</u>	03/02/2018		M		4,447 <u>(9)</u>	<u>(10)</u>	<u>(10)</u>	Common Stock	4,447 <u>(9)</u>
Employee Stock Option (Right to Buy)	\$ 45.5	03/02/2018		A		29,664	<u>(11)</u>	03/01/2028	Common Stock	29,664
Restricted Stock Units	<u>(1)</u>	03/02/2018		A		9,891	<u>(12)</u>	<u>(12)</u>	Common Stock	9,891

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goulart Steven J 200 PARK AVENUE NEW YORK, NY 10166			EVP & Chief Investment Officer	

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 2015-2017 Performance Share Award pursuant to the MetLife, Inc. 2015 Stock and Incentive Compensation Plan.
 - (4) Shares withheld to satisfy the Reporting Person's tax withholding obligation due on the Performance Share payout.
Includes 388 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 vest in three installments on February 24, 2016, 2017 and 2018. This installment became payable following the certification on March 2, 2018 that MetLife, Inc. met specified financial goals.
Includes 648 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 474 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.