

METLIFE INC  
Form 4  
August 07, 2013

**FORM 4**

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

OMB APPROVAL

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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)  
08/05/2013

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 of the 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/05/2013		M	40,000 A	\$ 35.26 270,867 <sup>(1)</sup>	D	
Common Stock	08/05/2013		S	40,000 D	\$ 50.9186 <sub>(2) (3)</sub> 230,867	D	
Common Stock					8,665	I	By GRAT <sup>(4)</sup>
Common Stock					10	I	By the MetLife Policyholder Trust <sup>(5)</sup>

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

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(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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 35.26	08/05/2013		M	40,000	(6) 02/16/2014	Common Stock 40,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WHEELER WILLIAM J 200 PARK AVENUE NEW YORK, NY 10166	President of the Americas

## Signatures

Matthew M. Ricciardi, authorized signer  
08/07/2013

\_\_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) On August 5, 2013, 3,785 shares were distributed in accordance with the terms of a Granter Retained Annuity Trust ("GRAT"), and as a result are now directly held by the Reporting Person.  
The price reported is the weighted average price of the aggregate number of shares sold in multiple open market transactions. The
- (2) Reporting Person undertakes to provide to the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.
- (3) These shares were sold in multiple transactions at prices ranging from \$50.91 to \$50.97, inclusive.

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- (4) These shares were previously reported as directly beneficially owned but were contributed to the GRAT.
- (5) 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.
- (6) The option became exercisable in three equal installments on February 17, 2005, 2006 and 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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