

METLIFE INC
Form 4
September 10, 2014

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 *
KILTS JAMES M

(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)
08/30/2013

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)

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 | 08/30/2013 | | <u>G(1)</u> | V Amount (D) Price 236 D \$ 0 | 30,463 | D | |
| Common Stock | 08/30/2013 | | <u>G(1)</u> | 236 A \$ 0 | 236 | I | by JMK Investments 2, LP |
| 6.50% Non-Cumulative Preferred Stock, Series B | 08/30/2013 | | <u>G(1)</u> | 145 D \$ 0 | 0 | D | |
| 6.50% Non-Cumulative Preferred Stock, Series B | 08/30/2013 | | <u>G(1)</u> | 145 A \$ 0 | 145 | I | by JMK Investments 2, LP |

| | | | | | | | | | | |
|------------------------------------------------|------------|--|------------------|---|-----|---|------|--------------------|---|--------------------------|
| Common Stock | 03/31/2014 | | G ⁽²⁾ | V | 180 | D | \$ 0 | 236 ⁽²⁾ | I | by JMK Investments 2, LP |
| 6.50% Non-Cumulative Preferred Stock, Series B | 03/31/2014 | | G ⁽²⁾ | V | 111 | D | \$ 0 | 145 ⁽²⁾ | I | by JMK Investments 2, LP |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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
09/10/2014
**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) The Reporting Person transferred these shares to JMK Investments 2, LP ("JMK 2 LP"). The Reporting Person and his spouse were the sole limited partners of JMK 2 LP. The Reporting Person is the sole member of a limited liability company that is the sole general partner of JMK 2 LP.

(2) Represent gifts of limited partnership interests in JMK 2 LP to trusts for the benefit of each of the Reporting Person's two children. Each gift represented a 38.22% interest in JMK 2 LP. The Reporting Person disclaims beneficial ownership of shares held in the trusts.

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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