

O'DONNELL WILLIAM C
Form 4
February 28, 2019

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 *
O'DONNELL WILLIAM C

(Last) (First) (Middle)

METLIFE, INC., 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)
02/26/2019

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)
EVP & Chief Accounting Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/26/2019		A ⁽¹⁾	2,364 A	\$ 44.65 13,324	D	
Common Stock	02/26/2019		F ⁽²⁾	917 D	\$ 44.65 12,407	D	
Common Stock					1,292 ⁽³⁾	I	By MetLife 401(k) Plan ⁽⁴⁾

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
Employee Stock Option (Right to Buy)	\$ 44.65	02/26/2019		A		10,081		<u>(5)</u>	02/25/2029	Common Stock	10,081
Restricted Stock Units	<u>(6)</u>	02/26/2019		A		3,360		<u>(7)</u>	<u>(7)</u>	Common Stock	3,360
Common Stock Equivalent Units	<u>(8)</u>							<u>(8)</u>	<u>(8)</u>	Common Stock	<u>(8)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
O'DONNELL WILLIAM C METLIFE, INC., 200 PARK AVENUE NEW YORK, NY 10166	EVP & Chief Accounting Officer

Signatures

Mark A. Schuman, authorized signer 02/28/2019

__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)

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Shares acquired from the payout of the 2016-2018 Performance Share Award following determination of the performance factor for such award.

- (2) Shares withheld to satisfy the Reporting Person's tax withholding obligation due on the Performance Share payout.
- (3) Between March 1, 2018 and February 27, 2019, the reporting person acquired 103 shares in the MetLife, Inc. common stock fund of the MetLife 401(k) Plan. The information in this report is based on plan information as of February 27, 2019.
- (4) The reported holding reflects interests in a MetLife, Inc. common stock fund allocated to and indirectly held by the reporting person under the MetLife 401(k) Plan, a "Qualified Plan" under Rule 16b-3(b)(4).
- (5) The options become exercisable in three installments on February 26, 2020, 2021 and 2022.
- (6) Each Restricted Stock Unit is the contingent right to receive one share of MetLife, Inc. common stock.
- (7) The Restricted Stock Units vest in three installments on March 2, 2020, March 1, 2021 and March 1, 2022.
Each Common Stock Equivalent Unit is the economic value of one share of MetLife, Inc. common stock. Common Stock Equivalent
- (8) Units were acquired pursuant to the MetLife Auxiliary Match Plan, an "Excess Benefit Plan" under Rule 16b-3(b)(2). When such Common Stock Equivalent Units are distributed, they are settled in cash.
- (9) Between February 3, 2018 and February 27, 2019, the reporting person acquired 37 Common Stock Equivalents under the MetLife Auxiliary Match Plan. The information in this report is based on plan information as of February 27, 2019.

Remarks:

The Reporting Person's Section 16 disclosure will round shares owned in the MetLife 401(k) Plan and Deferred Share Equivalent

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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