

METLIFE INC  
Form 4  
March 02, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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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 \*  
Townsend Christopher G

(Last) (First) (Middle)  
LEVEL 20, CITYPLAZA 3, 14  
TAIKOO WAN ROAD  
(Street)

TAIKOO SHING, K3 00000

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
METLIFE INC [MET]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/28/2017

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)  
President, Asia

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)	(A) or (D)	5. Amount or Price	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)
Common Stock	02/28/2017		M	2,595	A	Ⓐ	2,595	D	
Common Stock	02/28/2017		D	2,595	D	\$ 52.49	0	D	
Common Stock	02/28/2017		M	2,500	A	Ⓐ	2,500	D	
Common Stock	02/28/2017		D	2,500	D	\$ 52.49	0	D	

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

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SEC 1474  
(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 (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)	Amount or Number of Shares
Restricted Units (Cash-Payable)	<u>(1)</u>	02/28/2017		M	2,595	<u>(2)</u> <u>(2)</u>	Common Stock	2,595
Restricted Units (Cash-Payable)	<u>(1)</u>	02/28/2017		M	2,500	<u>(3)</u> <u>(3)</u>	Common Stock	2,500

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Townsend Christopher G LEVEL 20, CITYPLAZA 3 14 TAIKOO WAN ROAD TAIKOO SHING, K3 00000			President, Asia	

**Signatures**

Mark A. Schuman, authorized signer      03/02/2017

\*\*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 Unit is the contingent right to receive cash equal to the closing price of one share of MetLife, Inc. common stock on the vesting date.
- (2) The Restricted Units vest in three equal installments on February 24, 2016, 2017 and 2018. This installment became payable following the certification on February 28, 2017 that MetLife, Inc. met specified financial goals.
- (3)

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The Restricted Units vested in three equal installments on February 25, 2015, 2016 and 2017. This installment became payable following the certification on February 28, 2017 that MetLife, Inc. met specified financial goals.

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.