

Henkel Kathleen A
 Form 3
 March 05, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Henkel Kathleen A		(Month/Day/Year)	METLIFE INC [MET]	
(Last)	(First)	(Middle)	03/01/2010	
200 PARK AVENUE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK,Â NYÂ 10166			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			E.V.P. - Human Resources	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	18,062	D	Â
Common Stock	1,472	I	By The Company's Savings and Investment Plan - 401(k) ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 reported holding reflects shares allocated to, and indirectly held by, the reporting person under the Savings and Investment Plan for Employees of Metropolitan Life and Participating Affiliates Trust.
- (2) The option vested in three equal installments on February 19, 2003, 2004 and 2005.
- (3) The option vested in three equal installments on February 17, 2005, 2006 and 2007.
- (4) The option vested in three equal installments on April 15, 2006, 2007 and 2008.
- (5) The option vested in three equal installments on February 28, 2007, 2008 and 2009.
- (6) The option vested in three equal installments on February 27, 2008, 2009 and 2010.
- (7) Two-Thirds (2/3) of this option are currently vested and exercisable. The remaining one-third (1/3) will become exercisable on February 26, 2011.
- (8) One-Third (1/3) of this option is currently vested and exercisable. The remaining two-thirds (2/3) will become exercisable on February 24, 2011 and 2012.
- (9) The option becomes exercisable in three equal installments on February 23, 2011, 2012, and 2013
- (10) The award of Restricted Stock Unit has a three year cliff vesting schedule and will vest on February 24, 2012, and will be payable 100% in shares.

The reported Common Stock Equivalent Units reflect the current balance in the reporting person's deferred account allocated pursuant to the MetLife Deferred Compensation Plan for Officers whereby participants may elect to defer receipt of annual cash incentive payment for a specified period of time into a fund that tracks a MetLife Common Stock fund. When such Common Stock Equivalent Units are distributed, they are settled in cash.
- (11) Each share of Common Stock Equivalent Unit is the economic value of one share of MetLife, Inc. common stock.

The reported Common Stock Equivalent Units reflects the amount allocated by the reporting person into a simulated investment that tracks the MetLife common stock pursuant to the Auxiliary Savings and Investment Plan. The distribution of the amounts are made based on the reporting person's prior election and when such Common Stock Equivalent Units are distributed, they are paid in cash.
- (12)
- (13)

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.