

METLIFE INC  
Form 4  
December 16, 2011

**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 \*  
**PRICE HUGH B**

(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)  
12/14/2011

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	12/14/2011		J <sup>(1)</sup>	V Amount (A) or (D) Price 623 A \$ 30.53	26,311	D	
Common Stock					10	I	By The MetLife Policyholder Trust <sup>(2)</sup>

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.**

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 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 or Value of Underlying Securities (Instr. 3 and 4)
Common Stock Equivalent Units	(3)	12/14/2011		J(4)	550	(5) (5)	Common Stock	550 (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRICE HUGH B 200 PARK AVENUE NEW YORK, NY 10166		X		

## Signatures

Richard S. Collins, authorized signer  
Date: 12/16/2011

\*\*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) Reinvestment of dividends on shares held in the Reporting Person's share deferral account (the "Plan Account") pursuant to the MetLife Deferred Compensation Plan for Outside Directors. The number of shares beneficially owned following the reported transaction may include adjustments in the Reporting Person's Plan Account to reflect the accumulation of fractional shares into whole shares.
  - (2) 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.
  - (3) Each share of Common Stock Equivalent Unit is the economic value of one share of MetLife, Inc. common stock.
  - (4) The number of Common Stock Equivalent Units reported reflect the payment of dividends in the reporting person's account. Common Stock Equivalent Units were acquired pursuant to the MetLife Deferred Compensation Plan for Outside Directors whereby Directors may elect to defer receipt of cash retainer fees into a fund that tracks MetLife, Inc. common stock.
  - (5) Common Stock Equivalent Units were acquired pursuant to the MetLife Deferred Compensation Plan for Outside Directors whereby Directors may elect to defer receipt of cash retainer fees for a specified period of time into a fund that tracks the MetLife Common Stock.

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When such Common Stock Equivalent Units are distributed, they are settled in cash.

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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