

Lee Esther
Form 4/A
April 30, 2019

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 *
Lee Esther

(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)
02/28/2019

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP & Chief Marketing Officer

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 Ownership (Instr. 4)
Common Stock	02/26/2019		F(1)	323	D \$ 44.65	26,190 (2)	D

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)

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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 Owned Following Transaction (Instr. 6)
				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
Lee Esther METLIFE, INC., 200 PARK AVENUE NEW YORK, NY 10166			EVP & Chief Marketing Officer	

Signatures

/s/ Mark A. Schuman, authorized signer
 Date: 04/30/2019
 **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) The Reporting Person earned 12,776 shares from 2016-2018 Performance Shares pursuant to the MetLife, Inc. 2015 Stock and Incentive Compensation Plan. She deferred those shares under the MetLife Leadership Deferred Compensation Plan, which allows eligible employees to defer receipt of such stock for a specific period of time. The Company withheld 323 shares to satisfy withholding for FICA and Medicare taxes. These withheld shares were inadvertently omitted from the original, timely February 28, 2019 report of the Reporting Person's deferred share acquisition.
- (2) As a result of the inadvertent omission described in footnote (1), the amount of securities beneficially owned by the Reporting Person was incorrectly stated on the report filed on February 28, 2019. The amount in Table I box 5 of this report is the amount of ownership immediately following the transaction reported on this form. By this note, this report also corrects the amount of securities beneficially owned following each of the reported transactions in box 5 of Table I of the Reporting Person's report filed on March 5, 2019 to 28,619; 27,690; 29,468; 28,788; 30,107; and 29,602, respectively.

Remarks:

The Reporting Person's Section 16 disclosure will round Deferred Shares and Deferred Share Equivalents to the nearest whole share.

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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