

HASSELL GERALD L
Form 4
April 04, 2018

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HASSELL GERALD L

(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)
04/02/2018

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	04/02/2018		A ⁽¹⁾	V Amount (D) Price 833 A \$ 45.02	1,018	D	
Common Stock					29	I	By the MetLife Policyholder Trust ⁽²⁾

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
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SEC 1474
(9-02)

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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
Common Stock Equivalent Units	(3)	04/02/2018		A	(4)	333.1853		(3)	(3)	Common Stock	333.185

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HASSELL GERALD L 200 PARK AVENUE NEW YORK, NY 10166	X

Signatures

Mark A. Schuman, authorized signer 04/04/2018

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 acquired these Deferred Shares under MetLife, Inc.'s non-management Director compensation arrangements, which provide for 50% of non-management Director retainer fees to be paid in company common stock, and the MetLife Deferred Compensation Plan for Non-Management Directors, under which Directors may elect to defer receipt of such stock for a specific period of time.
- (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 Common Stock Equivalent Unit is the economic value of one share of MetLife, Inc. common stock. Common Stock Equivalent Units were acquired pursuant to the MetLife Deferred Compensation Plan for Non-Management Directors, whereby Directors may elect to defer receipt of cash retainer fees for a specified period of time into a fund that tracks MetLife, Inc. common stock. Common Stock Equivalent Units are settled in cash. Directors may transfer deferred cash retainer fees out of the fund that tracks MetLife, Inc. common stock and into other simulated investments.
- (4) The Reporting Person acquired these Common Stock Equivalent Units pursuant to the MetLife Deferred Compensation Plan for Non-Management Directors, under which Directors may elect to defer receipt of cash retainer fees for a specified period of time into a fund that tracks MetLife, Inc. common stock.

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.