METLIFE INC Form 4 April 18, 2011

FORM 4

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

OMB Number:

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Addre HENRIKSON	*	_	2. Issuer Name and Ticker or Trading Symbol METLIFE INC [MET]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	X Director 10% Owner			
200 PARK AV	ENUE		04/14/2011	X Officer (give title Other (specify below) Chairman and CEO			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
NEW YORK, N	NY 10166			_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own							cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or		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			Code V	Amount	(D)	Price \$	(msu. 5 and 4)		
Stock	04/14/2011		A <u>(1)</u>	63,000	A	44.13	306,035	D	
Common Stock	04/14/2011		F(2)	28,604	D	\$ 44.13	277,431	D	
Common Stock							35,925	I	By GRAT (3)
Common Stock							6,175 <u>(4)</u>	I	By GRAT (3)
Common Stock							10	I	By MetLife Policyholder Trust (5)

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Common Stock	10	I	By Irrevocable Family Trust (5)
Common Stock	10	I	By Spouse (5)
Common Stock	479	I	By Other Trust (5)

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans
					Disposed of (D) (Instr. 3, 4, and 5)						Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships							
FS	Director	10% Owner	Officer	Other				
HENRIKSON C ROBERT 200 PARK AVENUE NEW YORK, NY 10166	X		Chairman and CEO					
Signatures								
Richard S. Collins, authorized signer		04/18/2011	1					

Date

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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) Shares acquired from the payout of the 2008 2010 Performance Share Award pursuant to the MetLife, Inc. 2005 Stock and Incentive Compensation Plan.
- (2) Amount withheld to satisfy the Reporting Person's tax withholding obligation due on the payout of performance shares, pursuant to the MetLife Inc. 2005 Stock and Incentive Compensation Plan.
- (3) These shares were previously reported as directly beneficially owned but were contributed to a Grantor Retained Annuity Trust.
- (4) Since the reporting person's last ownership report, 3,825 shares previously held by the GRAT were distributed and are now reflected in the number of shares beneficially owned and directly held.
- (5) Shares held in trust under 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.

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.