

METLIFE INC  
Form 8-K  
March 23, 2011

**Table of Contents**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K  
CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): March 21, 2011**

**METLIFE, INC.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

1-15787  
(Commission  
File Number)

13-4075851  
(IRS Employer  
Identification No.)

200 Park Avenue, New York, New York  
(Address of Principal Executive Offices)

10166-0188  
(Zip Code)

212-578-2211  
(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**TABLE OF CONTENTS**

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers  
SIGNATURES

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**Table of Contents**

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 21, 2011, the Compensation Committee of the Board of Directors of MetLife, Inc. (the Company) approved special compensation grants (Special Grants) to William J. Wheeler, Executive Vice President and Chief Financial Officer, and William J. Mullaney, President, U.S. Business. These Special Grants were approved in recognition of the critical nature of their roles at the Company and to encourage them to continue with the Company providing a high level of performance that will create value for Company shareholders. The grants were in addition to grants determined under the Company's general executive compensation practices awarded earlier in 2011. These Special Grants consisted of 37,500 performance shares and 112,500 stock options to each executive.

Each of the Special Grant performance shares is subject to a three-year performance period beginning January 1, 2011, which is the same as performance shares determined under the Company's general executive compensation practices granted earlier in 2011. After the end of the performance period, up to 200% of each executive's performance shares may become payable in shares of the Company's common stock, generally assuming the executive's continued service to the Company through the end of the performance period, and depending on the Company's performance relative to its competition over the performance period.

Each of the Special Grant stock options has an exercise price equal to the closing price of the Company's shares on the New York Stock Exchange on the date of grant, and will normally become exercisable on the third anniversary of their grant date, generally assuming the executive's continued service to the Company through that date.

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**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

METLIFE, INC.

By: /s/ Christine M. DeBiase

Name: Christine M. DeBiase

Title: Vice President and Secretary

Date: March 23, 2011