

METLIFE INC
Form 4
September 24, 2010

FORM 4

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

OMB APPROVAL

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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 *
TOPPETA WILLIAM J

(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)
09/22/2010

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)

President, International

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)
			Code	V	Amount or Price		
Common Stock	09/22/2010		M		10,000 A \$ 29.95	142,925	D
Common Stock	09/22/2010		S ⁽¹⁾		1,000 D \$ 40.5201	141,925	D
Common Stock	09/22/2010		S ⁽¹⁾		1,000 D \$ 40.528	140,925	D
Common Stock	09/22/2010		S ⁽¹⁾		1,000 D \$ 40.5301	139,925	D
Common Stock	09/22/2010		S ⁽¹⁾		300 D \$ 40.543	139,625	D

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Common Stock	09/22/2010	S ⁽¹⁾	700	D	\$ 40.55	138,925	D
Common Stock	09/22/2010	S ⁽¹⁾	500	D	\$ 40.575	138,425	D
Common Stock	09/22/2010	S ⁽¹⁾	500	D	\$ 40.58	137,925	D
Common Stock	09/22/2010	S ⁽¹⁾	959	D	\$ 40.65	136,966	D
Common Stock	09/22/2010	S ⁽¹⁾	500	D	\$ 40.6501	136,466	D
Common Stock	09/22/2010	S ⁽¹⁾	600	D	\$ 40.66	135,866	D
Common Stock	09/22/2010	S ⁽¹⁾	600	D	\$ 40.68	135,266	D
Common Stock	09/22/2010	S ⁽¹⁾	400	D	\$ 40.69	134,866	D
Common Stock	09/22/2010	S ⁽¹⁾	941	D	\$ 40.7	133,925	D
Common Stock	09/22/2010	S ⁽¹⁾	1,000	D	\$ 40.71	132,925	D

Common Stock

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By the
MetLife
Policyholder
Trust ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Employee Stock Option (Right to Buy)	\$ 29.95	09/15/2010	M	10,000	(3)	04/08/2011	Common Stock	10,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOPPETA WILLIAM J 200 PARK AVENUE NEW YORK, NY 10166			President, International	

Signatures

Gwenn L. Carr, authorized signer	09/24/2010
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 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 sale transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 Sales Plan adopted by the reporting person on May 13, 2010.
 - (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) The option became fully exercisable on April 9, 2004.

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.