

Henkel Kathleen A  
 Form 4  
 December 16, 2010

**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 \*  
**Henkel Kathleen A**

2. Issuer Name and Ticker or Trading Symbol  
**METLIFE INC [MET]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**200 PARK AVENUE**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/14/2010**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**E.V.P. - Human Resources**

**NEW YORK, NY 10166**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 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 (A) or (D) Price			
Common Stock	12/14/2010		<u>J</u> (1)	90 A \$ 43.76	19,627	D	
Common Stock					1,492	<u>I</u> (2)	By the Company's Savings and Investment Plan - 401(k)

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**

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)	8. Price of Underlying Security (Instr. 3)
Common Stock Equivalent Units	(3)	12/14/2010		J(4)	164	(5) (5)	Common Stock	164
Common Stock Equivalent Units	(3)					(6) (6)	Common Stock	46

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Henkel Kathleen A 200 PARK AVENUE NEW YORK, NY 10166			E.V.P. - Human Resources	

## Signatures

Richard S. Collins, authorized signer  
Date: 12/16/2010

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)

## Edgar Filing: Henkel Kathleen A - Form 4

Reinvestment of dividends on shares held in Reporting Person's share deferral account (the "Plan Account") pursuant to the MetLife Deferred Compensation Plan for Officers. The amount of shares beneficially owned following the reported transaction may include adjustments in the Reporting Person's Plan Account to reflect the accumulation of fractional shares into whole shares.

(2) Reflects shares allocated to and indirectly held by the reporting person under the 401(k) Savings and Investment Plan.

(3) Each share of 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 Officers whereby participants

(4) may elect to defer receipt of annual cash incentive payment into a fund that tracks MetLife, Inc. common stock. The number of Common Stock Equivalent Units reported reflect the payment of dividends in the reporting person's account.

Common Stock Equivalent Units were acquired pursuant to the MetLife Deferred Compensation Plan for Officers whereby participants

(5) may elect to defer receipt of annual cash incentive payment for a specified period of time into a fund that tracks MetLife, Inc. common stock. When such Common Stock Equivalent Units are distributed, they are settled in cash.

The reported Common Stock Equivalent Units reflects the payment of dividends on the amount allocated to and indirectly held by the

(6) reporting person in a fund that tracks the MetLife common stock pursuant to the Auxiliary Savings and Investment Plan. Distributions from this plan are based on the reporting person's prior elections and when such distributions are made, they are paid in cash.

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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