

McCallion John D.
Form 3
May 10, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â McCallion John D. | | (Month/Day/Year) | METLIFE INC [MET] | |
| (Last) | (First) | (Middle) | 05/01/2018 | |
| 200 PARK AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK,Â NYÂ 10166 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | EVP & Chief Financial Officer | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 16,677 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---------------------------------------|--------|------------|--------------|--------|----------|-------------------|---|
| Restricted Stock Units | Â (1) | Â (1) | Common Stock | 1,580 | \$ (2) | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Common Stock | 1,453 | \$ (2) | D | Â |
| Restricted Stock Units | Â (4) | Â (4) | Common Stock | 3,572 | \$ (2) | D | Â |
| Employee Stock Options (Right to Buy) | Â (5) | 02/23/2019 | Common Stock | 3,861 | \$ 20.82 | D | Â |
| Employee Stock Options (Right to Buy) | Â (6) | 02/22/2020 | Common Stock | 6,716 | \$ 31.13 | D | Â |
| Employee Stock Options (Right to Buy) | Â (7) | 02/22/2021 | Common Stock | 8,619 | \$ 40.91 | D | Â |
| Employee Stock Options (Right to Buy) | Â (8) | 02/27/2022 | Common Stock | 10,745 | \$ 34.21 | D | Â |
| Employee Stock Options (Right to Buy) | Â (9) | 02/27/2027 | Common Stock | 6,533 | \$ 46.85 | D | Â |
| Employee Stock Options (Right to Buy) | Â (10) | 03/01/2028 | Common Stock | 10,712 | \$ 45.5 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McCallion John D. 200 PARK AVENUE NEW YORK, NY 10166 | Â | Â | Â EVP & Chief Financial Officer | Â |

Signatures

Mark A. Schuman, authorized signer 05/10/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These Restricted Stock Units will vest on March 1, 2019.
- (2) Each Restricted Stock Unit is the contingent right to receive one share of MetLife, Inc. common stock.
- (3) These Restricted Stock Units will vest in two installments on March 1, 2019 and March 2, 2020.
- (4) These Restricted Stock Units will vest in three installments on March 4, 2019, March 2, 2020 and 2021.
- (5) These options became exercisable in three installments on February 24, 2010, 2011 and 2012. The reported number of underlying shares represent outstanding unexercised options.

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- (6) These options became exercisable in three installments on February 23, 2011, 2012 and 2013. The reported number of underlying shares represent outstanding unexercised options.
- (7) These options became exercisable in three installments on February 23, 2012, 2013 and 2014. The reported number of underlying shares represent outstanding unexercised options.
- (8) These options became exercisable in three installments on February 28, 2013, 2014 and 2015.
- (9) These options became and will become exercisable in three installments on February 28, 2018, 2019 and 2020. The reported number of underlying shares represent outstanding unexercised options.
- (10) These options will become exercisable in three installments on March 2, 2019, 2020 and 2021. The reported number of underlying shares represent outstanding unexercised options.

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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