

Ponnayolu Kishore
Form 3
September 04, 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 *

^ Ponnayolu Kishore

(Last) (First) (Middle)

METLIFE, INC., 200 PARK
AVENUE

(Street)

NEW YORK, ^ NY ^ 10166

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

09/01/2018

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ X Officer ☐ Other
(give title below) (specify below)
President, Asia

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

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ X Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

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

12,636

D ^

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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)
Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â (1)	Â (1)	Common Stock	1,335	\$ (2)	D	Â
Restricted Stock Units	Â (3)	Â (3)	Common Stock	1,940	\$ (2)	D	Â
Restricted Stock Units	Â (4)	Â (4)	Common Stock	3,022	\$ (2)	D	Â
Employee Stock Options (right to buy)	Â (5)	02/24/2024	Common Stock	7,553	\$ 45.15	D	Â
Employee Stock Options (right to buy)	Â (6)	02/23/2025	Common Stock	8,494	\$ 45.91	D	Â
Employee Stock Options (right to buy)	Â (7)	02/22/2026	Common Stock	4,005	\$ 34.33	D	Â
Employee Stock Options (right to buy)	Â (8)	02/27/2027	Common Stock	8,725	\$ 46.85	D	Â
Employee Stock Options (right to buy)	Â (9)	03/01/2028	Common Stock	9,064	\$ 45.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ponnnavolu Kishore METLIFE, INC., 200 PARK AVENUE NEW YORK, NY 10166	Â	Â	Â President, Asia	Â

Signatures

Mark A. Schuman, authorized
signer

09/04/2018

__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 March 2, 2021.
- (5) These options became exercisable in three installments on February 25, 2015, February 25, 2016 and February 25, 2017.
- (6) These options became exercisable in three installments on February 24, 2016, February 24, 2017 and February 24, 2018.
- (7)

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These options will become exercisable on February 23, 2019. The reported number of underlying shares represent outstanding unexercised options.

- (8) These options became and will become exercisable in three installments on February 28, 2018, February 28, 2019 and February 28, 2020.
- (9) These options will become exercisable in three installments on March 2, 2019, March 2, 2020 and March 2, 2021.

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Remarks:

ExhibitÂ List:Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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