

Lee Esther
Form 4/A
April 30, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lee Esther

(Last) (First) (Middle)

METLIFE, INC., 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)

02/26/2019

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

02/28/2019

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

EVP & Chief Marketing Officer

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 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)
Common Stock	02/26/2019		F(1)	323	D	\$ 44.65	26,190 (2) D

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

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information contained in this form are not
required to respond unless the form
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(9-02)

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

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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 Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lee Esther METLIFE, INC., 200 PARK AVENUE NEW YORK, NY 10166	EVP & Chief Marketing Officer

Signatures

/s/ Mark A. Schuman, authorized
signer 04/30/2019

__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).
- The Reporting Person earned 12,776 shares from 2016-2018 Performance Shares pursuant to the MetLife, Inc. 2015 Stock and Incentive Compensation Plan. She deferred those shares under the MetLife Leadership Deferred Compensation Plan, which allows eligible employees to defer receipt of such stock for a specific period of time. The Company withheld 323 shares to satisfy withholding for FICA and Medicare taxes. These withheld shares were inadvertently omitted from the original, timely February 28, 2019 report of the Reporting Person's deferred share acquisition.
- As a result of the inadvertent omission described in footnote (1), the amount of securities beneficially owned by the Reporting Person was incorrectly stated on the report filed on February 28, 2019. The amount in Table I box 5 of this report is the amount of ownership immediately following the transaction reported on this form. By this note, this report also corrects the amount of securities beneficially owned following each of the reported transactions in box 5 of Table I of the Reporting Person's report filed on March 5, 2019 to 28,619; 27,690; 29,468; 28,788; 30,107; and 29,602, respectively.

Remarks:

The Reporting Person's Section 16 disclosure will round Deferred Shares and Deferred Share Equivalents to the nearest whole share.

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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