#### STEERE WILLIAM C JR

Form 4 April 24, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

1. Name and Address of Reporting Person \*

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

STEERE V	VILLIAM C JR		Symbol	Issuer	
		M	METLIFE INC [MET]	(Check all appli	icable)
(Last)	(First) AVENUE	(M	3. Date of Earliest Transaction Month/Day/Year) 04/22/2008	_X_ Director Officer (give title below) below	_ 10% Owner _ Other (specify v)
	(Street)		I. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Applicable Line) _X_ Form filed by One Report	ing Person
NEW YOR	RK, NY 10166			Form filed by More than C Person	One Reporting
(City)	(State)	(Zip)	Table I - Non-Derivative Securities A	cquired, Disposed of, or Bene	ficially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Dat any (Month/Day/Y	ate, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)	5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/22/2008		$A_{\underline{(1)}}$ 1,887 A $59.63$	20,252 D	
Common Stock				10 I	By MetLife Policyholder Trust (2)

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

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# 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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day,	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8 1 9 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Stock Equivalent	<u>(3)</u>	04/22/2008		A <u>(4)</u>	2,725	<u>(5)</u>	<u>(5)</u>	Common Stock	2,725	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
STEERE WILLIAM C JR 200 PARK AVENUE NEW YORK, NY 10166	X				

## **Signatures**

Gwenn L. Carr, authorized signer 04/24/2008

\*\*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 reported transaction is pursuant to the Non-Management Director Compensation arrangements whereby 50% of retainer fees are paid in the Company's common stock.
- (2) Shares held in trust under 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) Each share of Common Stock Equivalent Unit is the economic value of one share of MetLife, Inc. common stock.
- The reported Common Stock Equivalent Units were acquired pursuant to the Non-Management Director Compensation arrangements whereby Directors may elect to defer receipt of cash retainer fees into a fund that tracks the MetLife Common Stock. When such Common Stock Equivalent Units are distributed, they are settled in cash.
- (5) The reported Common Stock Equivalent Units were acquired pursuant to the Non-Management Director Compensation arrangements and will be settled upon the reporting person's retirement or other termination of service.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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