

METLIFE INC  
Form PRE 14A  
March 08, 2011

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

**SCHEDULE 14A**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e) (2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

MetLife, Inc.  
(Name of Registrant as Specified In Its Charter)

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- No fee required.
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MetLife, Inc.  
200 Park Avenue, New York, NY 10166

March [ ], 2011

Dear Shareholder:

You are cordially invited to attend MetLife, Inc.'s 2011 Annual Meeting, which will be held on Tuesday, April 26, 2011 beginning at 11:30 a.m., Eastern Daylight Time, in the MetLife Auditorium at the 23rd Floor Conference Center, 1095 Avenue of the Americas, New York, New York.

At the meeting, you will vote on a number of important matters described in the attached Proxy Statement. You will also act on such other matters as may properly come before the meeting.

The vote of every shareholder is important. You can assure that your shares will be represented and voted at the meeting by signing and returning the enclosed proxy card, or by voting on the Internet or by telephone. If you choose to vote by mail, we have included a postage-paid, pre-addressed envelope to make it convenient for you to do so. The proxy card also contains detailed instructions on how to vote on the Internet or by telephone.

Sincerely yours,

C. Robert Henrikson  
Chairman of the Board, President  
and Chief Executive Officer

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**MetLife, Inc.**  
**200 Park Avenue**  
**New York, NY 10166**

**Notice of Annual Meeting**

The 2011 Annual Meeting of MetLife, Inc. will be held in the MetLife Auditorium at the 23rd Floor Conference Center, 1095 Avenue of the Americas, New York, New York on Tuesday, April 26, 2011 at 11:30 a.m., Eastern Daylight Time. At the meeting, shareholders will consider and vote on the following matters:

1. the election of four Class III Directors, each for a three year term;
2. a proposal to amend MetLife, Inc.'s Certificate of Incorporation to declassify its Board of Directors;
3. the ratification of the appointment of Deloitte & Touche LLP as MetLife, Inc.'s independent auditor for 2011;
4. an advisory (non-binding) vote to approve the compensation paid to the Company's Named Executive Officers;
5. an advisory (non-binding) vote on the frequency of future advisory votes to approve the compensation paid to the Company's Named Executive Officers; and
6. such other matters as may properly come before the meeting.

Information about the matters to be acted upon at the meeting is contained in the accompanying Proxy Statement.

Holders of record of MetLife, Inc. common stock at the close of business on March 1, 2011 will be entitled to vote at the Annual Meeting.

By Order of the Board of Directors,

Christine M. DeBiase  
Vice President and Secretary

New York, New York  
March [ ], 2011

**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to be held on April 26, 2011**

The Proxy Statement, the MetLife, Inc. 2010 Annual Report to Shareholders, and directions to the location of the 2011 Annual Meeting are available at <http://investor.metlife.com> by selecting the appropriate category under Related

Links.

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**MetLife 2011 Proxy Statement**

**Proxy Statement 2011 Annual Meeting**

This Proxy Statement contains information about the 2011 Annual Meeting of MetLife, Inc. (**MetLife** or the **Company**), which will be held in the MetLife Auditorium at the 23rd Floor Conference Center, 1095 Avenue of the Americas, New York, New York on Tuesday, April 26, 2011 at 11:30 a.m., Eastern Daylight Time.

**This Proxy Statement and the accompanying proxy card, which are furnished in connection with the solicitation of proxies by MetLife's Board of Directors, are being mailed and made available electronically to shareholders on or about March [ ], 2011.**

**Information About the 2011 Annual Meeting and Proxy Voting**

**Matters to be voted on at the Annual Meeting.**

The following five matters will be presented for shareholder consideration and voting at the 2011 Annual Meeting:

***Proposal 1: Election of Directors*** the election of four Class III Directors;

***Proposal 2: Amend the Certificate of Incorporation to Declassify the Board of Directors*** a proposal to amend MetLife's Certificate of Incorporation to declassify its Board of Directors;

***Proposal 3: Ratification of the Appointment of Independent Auditors*** the ratification of the appointment of Deloitte & Touche LLP as MetLife's independent auditor for 2011;

***Proposal 4: Advisory Vote to Approve the Compensation Paid to the Company's Named Executive Officers*** a non-binding vote on the proposal to approve the compensation paid to the Company's Named Executive Officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission (**SEC**), including the Compensation Discussion and Analysis, compensation tables and narrative discussion as disclosed in this Proxy Statement; and

***Proposal 5: Advisory Vote on the Frequency of Future Advisory Votes to Approve the Compensation Paid to the Company's Named***

***Executive Officers*** a non-binding vote on the frequency of future advisory votes to approve the compensation paid to the Company's Named Executive Officers, as disclosed in future proxy statements pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, compensation tables and narrative discussion.

The Board of Directors recommends that you vote **FOR** Proposals 1, 2, 3 and 4, and vote in favor of a **ONE YEAR** frequency for future advisory votes on executive compensation on Proposal 5.

The Board is not aware of any matters to be presented for a vote at the 2011 Annual Meeting other than those described in this Proxy Statement. If any other matters properly arise at the meeting, your proxy, together with the other proxies received, will be voted at the discretion of the proxy holders designated on the proxy card.

**Your vote is important.**

Whether or not you plan to attend the 2011 Annual Meeting, please take the time to vote your shares of MetLife, Inc. common stock (**Shares**) as soon as possible. If you wish to return your completed proxy card by mail, the Company has included a postage-paid, pre-addressed envelope for your convenience. You also may vote your Shares on the Internet or by using a toll-free telephone number (see the proxy card for complete instructions).

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**Holders of record of Shares are entitled to vote.**

All holders of record of Shares at the close of business on the March 1, 2011 record date are entitled to vote at the 2011 Annual Meeting.

**Voting your Shares.**

***Holders of record.*** If you are a shareholder of record or a duly appointed proxy of a shareholder of record, you may attend the 2011 Annual Meeting and vote in person.

Shareholders of record also may vote their Shares by mail, on the Internet or by telephone. If you choose to vote your Shares by mail, your proxy card must be received by MetLife, c/o BNY Mellon Shareowner Services, P.O. Box 3523, South Hackensack, NJ 07606-9223 prior to the 2011 Annual Meeting. Voting on the Internet or by telephone will be available through 11:59 p.m., Eastern Daylight Time, April 25, 2011. Instructions about these ways to vote appear on your proxy card. If you vote on the Internet or by telephone, please have your proxy card available for reference when you vote.

For shareholders of record, votes submitted by mail, on the Internet or by telephone will be voted by the individuals named on the proxy card in the manner you indicate. If you do not specify how your Shares are to be voted, the proxies will vote your Shares FOR Proposals 1, 2, 3 and 4, and vote your Shares in favor of a ONE YEAR frequency for future advisory votes on executive compensation on Proposal 5.

***Holders in street name.*** If you are a beneficial owner whose Shares are held in street name (i.e., in a stock brokerage account or by a bank or other nominee) and you wish to vote in person at the 2011 Annual Meeting, you will have to contact your bank, broker or other nominee to obtain its proxy. Bring that document with you to the meeting.

As a beneficial owner, you will receive voting instructions from the bank, broker or other nominee that is the shareholder of record of your Shares. ***You must provide your broker with instructions on how to vote your Shares in order for them to be voted on certain of the matters to be presented for a vote. Pursuant to New York Stock***

***Exchange rules, brokers do not have the discretion to vote their clients' Shares on Proposals 1, 4 and 5. If you do not instruct your broker how to vote on any of these matters, your Shares will not be voted (a broker non-vote).*** See

Tabulation of abstentions and broker non-votes on page 4 for additional details. Contact your bank, broker or other nominee directly if you have questions.

**Attending the 2011 Annual Meeting.**

MetLife shareholders of record or their duly appointed proxies are entitled to attend the 2011 Annual Meeting. If you are a MetLife shareholder of record and wish to attend the meeting, please so indicate on the proxy card or as prompted by the telephone or Internet voting systems and an admission card will be sent to you. On the day of the meeting, please bring your admission card with you to gain entrance to the MetLife Auditorium at the 23rd Floor Conference Center, 1095 Avenue of the Americas, New York, New York.

Beneficial owners whose Shares are held in street name also are entitled to attend the meeting. However, because the Company may not have evidence that you are a beneficial owner, you will need to bring proof of your ownership to be

admitted to the meeting. A recent statement or letter from the record owner (your bank, broker or other nominee) confirming your beneficial ownership would be acceptable proof.

**Changing your vote or revoking your proxy after it is submitted.**

You may change your vote or revoke your proxy by:

signing another proxy card with a later date and returning it so that it is received by MetLife, c/o BNY Mellon Shareowner Services, P.O. Box 3523, South Hackensack, NJ 07606-9223 prior to the 2011 Annual Meeting;

sending your notice of revocation so that it is received by MetLife, c/o BNY Mellon Shareowner Services, P.O. Box 3523, South Hackensack, NJ 07606-9223 prior to the 2011 Annual Meeting or sending your notice of revocation to MetLife via the Internet at [www.proxyvoting.com/met](http://www.proxyvoting.com/met) no later than 11:59 p.m., Eastern Daylight Time, April 25, 2011;

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subsequently voting on the Internet or by telephone no later than 11:59 p.m., Eastern Daylight Time, April 25, 2011; or

attending the 2011 Annual Meeting and voting in person.

**Voting by participants in retirement and savings plans.**

The Bank of New York Mellon is trustee for the portion of the *Savings and Investment Plan for Employees of Metropolitan Life and Participating Affiliates Trust* which is invested in the MetLife Company Stock Fund. It is also the trustee of the portion of each the following plans which is invested in the MetLife Company Stock Fund: the *New England Life Insurance Company 401(k) Savings Plan and Trust*, the *New England Life Insurance Company Agents Retirement Plan and Trust*, and the *New England Life Insurance Company Agents Deferred Compensation Plan and Trust*. As trustee, it will vote the Shares in these plans in accordance with the voting instructions given by plan participants to the trustee. Instructions on voting appear on the voting instruction form distributed to plan participants. The trustee must receive the voting instructions of a plan participant no later than 6:00 p.m., Eastern Daylight Time, April 22, 2011. The trustee will generally vote the Shares held by each plan for which it does not receive voting instructions in the same proportion as the Shares held by such plan for which it does receive voting instructions.

**Voting of Shares held in the MetLife Policyholder Trust.**

The beneficiaries of the *MetLife Policyholder Trust* may direct Wilmington Trust Company, as trustee, to vote their Shares held in the trust on certain matters that are identified in the trust agreement governing the trust, including approval of mergers and contested Directors' elections. On all other matters, which would include the six proposals described in this Proxy Statement that are to be voted on at the 2011 Annual Meeting, the trust agreement directs the trustee to vote the Shares held in the trust as recommended or directed by the Company's Board of Directors.

**Shares outstanding and entitled to vote at the 2011 Annual Meeting.**

There were 989,614,394 Shares outstanding as of the March 1, 2011 record date. Each of those Shares is entitled to one vote on each matter to be voted on at the 2011 Annual Meeting. ALICO Holdings LLC (**Seller**) was the holder as of the record date of 78,239,712 Shares. Although Seller is no longer a holder of Shares as of March 8, 2011, it is entitled to vote the Shares it held as of the record date. Seller has agreed to vote its Shares in the same proportion as the Shares voted by all other holders of Shares.

**Quorum.**

To conduct business at the 2011 Annual Meeting, a quorum must be present. A quorum will be present if shareholders of record of one-third or more of the Shares entitled to vote at the meeting are present in person or are represented by proxies.

**Vote required to elect Directors; majority voting standard in Director elections.**

If a quorum is present at the meeting, a plurality of the Shares voting will be sufficient under Delaware corporation law to elect the Class III Director nominees, each for a three-year term (Proposal 1). This means that the nominees who receive the largest number of votes cast are elected as Directors, up to the maximum number of Directors to be

elected at the meeting.

The Company's By-Laws provide that in an uncontested election, such as the election of Directors at the 2011 Annual Meeting, any incumbent Director who is a nominee for election as Director who receives a greater number of votes withheld from his or her election than votes for his or her election will promptly tender his or her resignation. The Governance and Corporate Responsibility Committee of the Board will promptly consider the offer to resign and recommend to the Board whether to accept or reject it. The Board of Directors will decide within 90 days following certification of the shareholder vote whether to accept or reject the tendered resignation. The Board's decision and, if applicable, the reasons for rejecting the tendered resignation, will be

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disclosed in a Current Report on Form 8-K filed with the SEC.

**Vote required to approve matters other than the election of Directors**

**Proposal 2** An amendment to the Certificate of Incorporation to declassify the Board of Directors requires the affirmative vote of the holders of at least three-quarters of the outstanding Shares. Abstentions and broker non-votes will have the same effect as a vote against the approval of this proposal.

**Proposal 3** A majority of the Shares voting will be sufficient to ratify the appointment of Deloitte & Touche LLP as MetLife's independent auditor for 2011.

**Proposal 4** A majority of the Shares voting will be sufficient to approve the advisory vote to approve the compensation paid to the Company's Named Executive Officers.

**Proposal 5** The results of the advisory vote on the frequency of future advisory votes to approve the compensation paid to the Company's Named Executive Officers will reflect all of the votes cast for each alternative presented, including any abstentions.

**Tabulation of abstentions and broker non-votes**

If a shareholder abstains from voting as to a particular matter, the shareholder's Shares will not be counted as voting for or against that matter, but the abstention will have the same effect as a vote against Proposal 2. Abstentions are not treated as votes cast on Proposals 3 and 4 and will, therefore, have no effect on the adoption of those Proposals. For Proposal 5, the results will reflect all votes cast, including any abstentions. See Vote required to approve matters other than the election of Directors above. If brokers or other shareholders of record return a proxy card indicating that they do not have discretionary authority to vote as to a particular matter, those Shares will not be counted as voting for or against that matter.

If you are a beneficial owner whose Shares are held in street name and you do not submit voting instructions to your broker, your broker may

generally vote your Shares in its discretion on routine matters. Proposals 2 and 3 are considered routine and may be voted upon by your broker if you do not submit voting instructions. ***However, pursuant to New York Stock Exchange rules, brokers do not have the discretion to vote their clients' Shares on non-routine matters, unless the broker receives voting instructions from the beneficial shareholder. Proposals 1, 4 and 5 are considered non-routine matters. Consequently, if your Shares are held in street name, you must provide your broker with instructions on how to vote your Shares in order for your Shares to be voted on:***

***Proposal 1*** Election of Directors;

***Proposal 4*** Advisory Vote to Approve the Compensation Paid to the Company's Named Executive Officers; and

***Proposal 5*** Advisory Vote on the Frequency of Future Advisory Votes to Approve the Compensation Paid to the Company's Named Executive Officers.

Abstentions and broker non-votes will be counted to determine whether a quorum is present.

**Inspector of Election and confidential voting.**

The Board of Directors has appointed IVS Associates, Inc. to act as Inspector of Election at the 2011 Annual Meeting. The Company's By-Laws provide for confidential voting.

**Directors' attendance at annual meetings.**

Directors are expected to attend annual meetings of shareholders, and 13 out of 15 Directors attended the 2010 Annual Meeting, including two Directors who retired from the Board at the time of the meeting.

**Cost of soliciting proxies for the 2011 Annual Meeting.**

The Company has retained Georgeson Inc. to assist with the solicitation of proxies from the Company's shareholders of record. For these services, the Company will pay Georgeson Inc. a fee of approximately \$12,500, plus expenses. The Company also will reimburse banks, brokers or other nominees for their costs of sending the



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Company's proxy materials to beneficial owners. Directors, officers or other MetLife employees also may solicit proxies from shareholders in person, or by telephone, facsimile transmission or other

electronic means of communication, but will not receive any additional compensation for such services.

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**Other Information**

**Shareholder proposals deadline for submission of shareholder proposals for the 2012 Annual Meeting.**

Rule 14a-8 of the Securities Exchange Act of 1934, as amended (**Exchange Act**), establishes the eligibility requirements and the procedures that must be followed for a shareholder's proposal to be included in a public company's proxy materials. Under the Rule, proposals submitted for inclusion in MetLife's 2012 proxy materials must be received by MetLife, Inc. at 1095 Avenue of the Americas, New York, NY 10036, Attention: Corporate Secretary, on or before the close of business on November [ ], 2011. Proposals must comply with all the requirements of Rule 14a-8.

A shareholder who wishes to present a matter for action at MetLife's 2012 Annual Meeting, but chooses not to do so under Rule 14a-8, must deliver to the Corporate Secretary of MetLife on or before December 28, 2011, a notice and accompanying disclosure questionnaire containing the information required by the advance notice and other provisions of the Company's By-Laws. Copies of the By-Laws and disclosure questionnaire may be obtained by written request to MetLife, Inc., 1095 Avenue of the Americas, New York, NY 10036, Attention: Corporate Secretary. The By-Laws and disclosure questionnaire also are available on MetLife's website at [www.metlife.com/corporategovernance](http://www.metlife.com/corporategovernance) by selecting the appropriate category under the heading Related Links.

**Where to find the voting results of the 2011 Annual Meeting.**

The preliminary voting results will be announced at the 2011 Annual Meeting. The final voting results will be published in a Form 8-K filed by the Company with the SEC within the time prescribed by SEC rules.

**Electronic delivery of the Proxy Statement and Annual Report to Shareholders.**

If you are a shareholder of record, you may elect to receive future annual reports to shareholders and proxy statements electronically by consenting to electronic delivery online at: [www.bnymellon.com/shareowner/equityaccess](http://www.bnymellon.com/shareowner/equityaccess). If you choose to receive your proxy materials electronically, your choice will remain in effect until you notify MetLife that you wish to discontinue electronic delivery of these documents. You may provide your notice to MetLife via the Internet at [www.bnymellon.com/shareowner/equityaccess](http://www.bnymellon.com/shareowner/equityaccess) or by writing to MetLife, Inc., c/o BNY Mellon Shareowner Services, P.O. Box 3523, South Hackensack, NJ 07606-9223. In the United States, you also may provide such notice by calling toll free 1-800-649-3593.

If you hold your Shares in street name through a bank, broker or other holder of record, refer to the information provided by that entity for instructions on how to elect this option.

**Principal executive offices.**

The principal executive offices of MetLife, Inc. are located at 200 Park Avenue, New York, NY 10166.

**Communications with the Company's Directors.**

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The Board of Directors provides procedures through which shareholders may send written communications to individual Directors or the Board of Directors, as well as procedures through which interested parties may submit communications to the Non-Management Directors and the Audit Committee of the Board of Directors. Information about these procedures is available on MetLife's website at [www.metlife.com/corporategovernance](http://www.metlife.com/corporategovernance) by selecting *Corporate Conduct* and then the appropriate link under the *Corporate Conduct* section.

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**MetLife's Annual Report on Form 10-K.**

*To obtain without charge a copy of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, address your request to MetLife Investor Relations, MetLife, Inc., 1095 Avenue of the Americas, New York, NY 10036, or*

*call 1-800-753-4904. The 2010 Form 10-K may also be accessed on the Internet at <http://investor.metlife.com> by selecting Financial Information, SEC Filings, MetLife, Inc. View SEC Filings, and at the SEC's website at [www.sec.gov](http://www.sec.gov).*

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**Proposal 1 Election of Directors**

At the 2011 Annual Meeting, four Class III Directors will be elected for a term ending at the Company's 2014 Annual Meeting. Each Class III nominee is currently serving as a Director of MetLife and has agreed to continue to serve if elected. The Board of Directors has no reason to believe that any nominee would be unable to serve if elected; however, if for any reason a nominee should become unable to serve at or before the 2011 Annual Meeting, the Board could reduce the size of the Board or nominate another candidate for election. If the Board were to nominate another candidate to stand for election at the 2011 Annual Meeting, the proxies could use their discretion to vote for that candidate.

At the 2011 Annual Meeting, the Company is also seeking shareholder approval to amend the Company's Certificate of Incorporation in order to phase in the declassification of the Board and provide for the annual election of all Directors beginning at the 2014 Annual Meeting. For additional information about the classes of Directors and the proposed declassification of the Board of Directors, see Proposal 2 Approval of Amendments to the Certificate of Incorporation to Declassify MetLife's Board of Directors beginning on page 15 and Corporate Governance Information About the Board of Directors Declassification of the Board of Directors to Elect All Directors Annually beginning on page 17.

**The Board of Directors recommends that you vote FOR the election of each of the following Class III Director Nominees:**

**Sylvia Mathews Burwell**, age 45, is President of the Global Development Program at The Bill and Melinda Gates Foundation. Ms. Burwell joined the Foundation in 2001 as Executive Vice President and served as its Chief Operating Officer from 2002 to April 2006. Prior to joining the Foundation, she served as Deputy Director of the Office of Management and Budget in Washington, D.C. from 1998. Ms. Burwell served

as Deputy Chief of Staff to President Bill Clinton from 1997 to 1998, and was Chief of Staff to Treasury Secretary Robert Rubin from 1995 to 1997. She also served as Staff Director for the National Economic Council from 1993 to 1995. Ms. Burwell was Manager of President Clinton's economic transition team. Prior to that, she was an Associate at McKinsey and Company from 1990 through 1992. She is a member of the Board of Directors of the Council on Foreign Relations, a member of the Aspen Strategy Group, the Trilateral Commission and the Nike Foundation Advisory Group, a member of the Board of the Alliance for a Green Revolution in Africa, an Advisory Board member for the Next Generation Initiative and the Peter G. Peterson Foundation, and a member of the Professional Advisory Board for the ALS Evergreen Chapter. Ms. Burwell received a bachelor's degree in government, cum laude, from Harvard University in 1987 and a bachelor's degree in philosophy, politics and economics from Oxford University, where she was a Rhodes Scholar. Ms. Burwell has been a Director of MetLife and Metropolitan Life Insurance Company since 2004.

Ms. Burwell's unique combination of experience in financial consulting, government service and as a senior executive of a charitable foundation with activities around the world give her an informed perspective on global financial, business and philanthropic activities and diverse cultural considerations that may impact MetLife as a global provider of insurance and financial products and services. Her background and experience also enhance her understanding of the Company's and MetLife Foundation's contributions to civic, educational and charitable organizations.

**Eduardo Castro-Wright**, age 56, has been Vice Chairman of Wal-Mart Stores, Inc. since November 2008 and President and Chief Executive Officer of its Global.com and Global Sourcing organizations since June 2010. Mr. Castro-Wright joined Wal-Mart in 2001 and

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worked in Mexico through 2005, first as President and later as Chief Executive Officer of Wal-Mart de Mexico. He then joined Wal-Mart in the U.S. as Chief Operating Officer of the Wal-Mart Stores division in early 2005 and served as President and Chief Executive Officer of the Wal-Mart Stores division from 2005 to 2010. Previously, he was the President and Chief Executive Officer of Honeywell Transportation and Power Systems Worldwide. Prior to that, he was President of Honeywell Asia/Pacific. Mr. Castro-Wright also held several leadership positions at Nabisco, Inc., including President of Nabisco Asia/Pacific, as well as President and Chief Executive Officer of the company's businesses in Venezuela and Mexico. Mr. Castro-Wright is a member of the Boards of Directors of the Retail Industry Leaders Association, and CARE USA. He previously served as a Director of Dow Jones & Company from 2006 to 2007. He received a bachelor of science degree in mechanical engineering from Texas A&M University. Mr. Castro-Wright has been a Director of MetLife and Metropolitan Life Insurance Company since March 2008.

Mr. Castro-Wright's experience as a senior executive of one of the world's largest companies and as a leader of businesses in a variety of countries and industries has given him global experience and an understanding of issues, challenges and risks of doing business in multiple jurisdictions in the United States and internationally. In addition, as a senior executive of a corporation with hundreds of thousands of employees, he is knowledgeable about employee benefits. His particular combination of knowledge and experience is relevant to the Board's oversight of the management of the Company, which is a major global provider of insurance and employee benefit products and services.

**Cheryl W. Gris ,** age 58, was Executive Vice President of Northeast Utilities, a public utility holding company, from December 2005 until her retirement effective June 2007, Chief Executive Officer of its principal operating subsidiaries from September 2002 to January 2007, President of the Utility Group of Northeast Utilities Service Company from May 2001 to January 2007, President of the Utility Group of Northeast Utilities from May 2001 to December 2005, and

Senior Vice President, Secretary and General Counsel of Northeast Utilities from 1998 to 2001. Ms. Gris  is a Director of Pall Corporation and Pulte Homes, Inc. She also serves on the Boards of the University of Connecticut Foundation and the Kingswood-Oxford School, and is a Senior Fellow of the American Leadership Forum. She previously served as a Director of Dana Corporation from 2002 to 2008. She received a bachelor of arts degree from the University of North Carolina at Chapel Hill and a law degree from Thomas Jefferson School of Law, and has completed the Yale Executive Management Program. Ms. Gris  has been a Director of MetLife and Metropolitan Life Insurance Company since 2004. She became the Lead Director of MetLife on February 1, 2010.

Ms. Gris 's experience as the chief executive officer of a major enterprise subject to complex and multiple regulatory requirements and constraints provided her with a substantive understanding of the challenges of managing a highly regulated business such as MetLife. The combination of her executive experience and her earlier experience as a general counsel and corporate secretary provide her with a unique perspective on the Board's responsibility for overseeing the management of a regulated business with global operations as well as the Board's roles and responsibilities with respect to the effective functioning of the Company's corporate governance structures.

**Lulu C. Wang,** age 66, is Chief Executive Officer of Tupelo Capital Management LLC, an investment management firm which she founded in 1997. Ms. Wang has been engaged in professional money management since 1972. Prior to founding Tupelo Capital Management, she served as Director and Executive Vice President of Jennison Associates Capital Corporation. Before joining Jennison in 1988, Ms. Wang oversaw equities management at Equitable Capital Management as Senior Vice President and Managing Director. Ms. Wang serves on the Boards of the Asia Society,

Columbia Business School, Metropolitan Museum of Art, Rockefeller University, New York Public Radio and the Committee of 100. She also serves as Trustee Emerita of Wellesley College and as a Consulting Director of the New York Community Trust.



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Ms. Wang received her bachelor of arts degree from Wellesley College and her masters in business administration from Columbia Business School. Ms. Wang has been a Director of MetLife and Metropolitan Life Insurance Company since March 2008.

Ms. Wang's extensive experience in investment management and financial services, her knowledge and understanding of global markets for financial products, particularly in Asia, and her service on the boards and investment committees of major educational and civic organizations have given her a perspective that is particularly relevant to the MetLife Board of Directors' oversight of the Company, a global provider of insurance and financial products and services, as well as a deep understanding of the importance of MetLife's and MetLife Foundation's contributions to community institutions.

**The following Class I Directors have previously been elected to terms that expire as of the 2012 Annual Meeting:**

**C. Robert Henrikson**, age 63, has been Chairman, President and Chief Executive Officer of MetLife and Metropolitan Life Insurance Company since April 25, 2006. Previously, he was President and Chief Executive Officer of MetLife and Metropolitan Life Insurance Company from March 1, 2006, President and Chief Operating Officer of the Company from June 2004, and President of its U.S. Insurance and Financial Services businesses from July 2002 to June 2004. He served as President of Institutional Business of MetLife from September 1999 to July 2002 and President of Institutional Business of Metropolitan Life Insurance Company from May 1999 to June 2002. During his more than 38-year career with MetLife, Mr. Henrikson has held a number of senior positions in the Company's Individual, Group and Pension businesses. In July 2010, Mr. Henrikson was appointed by President Barack Obama to the President's Export Council, the principal national advisory committee on international trade. Mr. Henrikson is a former Chairman and a current Director of the American Council of Life Insurers, a former Chairman and a current Board member of the Financial Services Forum, a Director Emeritus of the American Benefits Council,

Chairman of the Board of the Wharton School's S.S. Huebner Foundation for Insurance Education, and a Trustee of the American Museum of Natural History. He also serves on the Board of Trustees of Emory University and the Boards of Directors of The New York Philharmonic, The New York Botanical Garden, and the Partnership for New York City. Mr. Henrikson received a bachelor's degree from the University of Pennsylvania and a law degree from Emory University School of Law. In addition, he is a graduate of the Wharton School's Advanced Management Program. He has been a Director of MetLife since April 26, 2005 and a Director of Metropolitan Life Insurance Company since June 1, 2005.

Mr. Henrikson's more than 38 years of experience with the Company, which includes diverse positions of increasing responsibility, leading to his role as Chief Executive Officer, have provided him with an in-depth understanding of the Company's businesses and global operations and given him insight into the Company's strategic direction and leadership selection.

**John M. Keane**, age 68, is a Senior Partner of SCP Partners, a venture capital firm, and President of GSI, LLC, an independent consulting firm. General Keane served in the U.S. Army for 37 years. He was Vice Chief of Staff and Chief Operating Officer of the Army from 1999 until his retirement in October 2003. He is a Director of General Dynamics Corporation, MacAndrews & Forbes Holdings, Inc. and Cyalume Technologies Holdings, Inc. He also is a military contributor and analyst with Fox News, member of the United States Department of Defense Policy Board, member of the Council on Foreign Relations, and Chairman of the Senior Executive Committee of the Army Aviation

Association of America. He also serves on the Boards of the Knollwood Foundation, the Army Heritage Foundation, the George C. Marshall Foundation, the Rand Corporation, the Welcome Back Veterans Foundation, American Corporate Partners, the Center for Strategic and Budgetary Assessments, and the Institute for the Study of War. He previously served as a member of the Board of Managers of Allied Security Holdings LLC from 2005 to 2008. General Keane received a bachelor's degree in accounting from Fordham University and a master's degree in philosophy from

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Western Kentucky University. General Keane has received honorary doctorate degrees in law and public service from Fordham University and Eastern Kentucky University, respectively. General Keane has been a Director of MetLife and Metropolitan Life Insurance Company since 2003.

General Keane's roles as chief operating officer of one of the world's largest military organizations and as an advisor to high levels of government demonstrate and reflect his recognized ability to understand, assess and communicate the strategic leadership, organizational dynamics and managerial capabilities which are particularly relevant to the Board's role in overseeing the process for selecting, developing and assuring appropriate continuity of the senior executive leadership which is responsible for managing the Company's businesses and operations.

**Catherine R. Kinney**, age 59, retired from NYSE Euronext in March 2009. She had served in Paris, France from July 2007 until 2009, responsible for overseeing the company's global listing program, marketing and branding. She was President and Co-Chief Operating Officer of the New York Stock Exchange from 2002 to 2008. Ms. Kinney joined the New York Stock Exchange in 1974 and held management positions in several divisions, including responsibility for all client relationships from 1996 to 2007, trading floor operations and technology from 1987 to 1996, and regulation from 2002 to 2004. Ms. Kinney serves on the Boards of Directors of NetSuite, Inc., MSCI, Inc., Georgetown University, Catholic Charities, The New York City Ballet, and Sharegift USA. She served on the Board of Directors of Depository Trust Company from 2003 to 2007. She is a member of the Economic Club of New York. Ms. Kinney graduated Magna Cum Laude from Iona College and completed the Advanced Management Program, Harvard Graduate School of Business. She has received honorary degrees from Georgetown University, Fordham University, and Rosemont College. Ms. Kinney became a Director of MetLife and Metropolitan Life Insurance Company in April 2009 after having previously served on those Boards from 2002 to 2004.

Ms. Kinney's experience as a senior executive and chief operating officer of a multinational regulated

entity and her key role in transforming the New York Stock Exchange to a publicly held company together with her leadership in developing and establishing the NYSE corporate governance standards for its listed companies, including MetLife, demonstrate a knowledge of and experience with issues of corporate development and transformation and corporate governance that are relevant to assuring that the Board establishes and maintains effective governance structures that are appropriate for a global provider of insurance and financial products and services.

**Hugh B. Price**, age 69, has been the John L. Weinberg/Goldman Sachs Visiting Professor of Public and International Affairs at the Woodrow Wilson School of Princeton University since August 2008. He also has been a Senior Fellow of the Brookings Institution since February 2006. Previously, he was a Senior Advisor to the law firm of DLA Piper Rudnick Gray Cary US LLP from September 2003 until September 2005 and served as President and Chief Executive Officer of the National Urban League, Inc. from 1994 to April 2003. Mr. Price is a Director of Verizon Communications, Inc. and a Director of the Jacob Burns Film Center. Mr. Price received a bachelor's degree from Amherst College and received a law degree from Yale Law School. He has been a Director of MetLife since 1999 and a Director of Metropolitan Life Insurance Company since 1994.

Mr. Price's management and leadership positions as the chief executive officer of an historic civil rights organization and at for-profit business enterprises and his prominence as an advisor and expert on the development of positive community values promoting achievement, diversity and inclusion as business imperatives have provided Mr. Price with expertise in enterprise management and corporate responsibility that is relevant to the Board's oversight of the

Company's business management as well as its historic and current commitment to community and civic values and development.

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**Kenton J. Sicchitano**, age 66, was a Global Managing Partner of PricewaterhouseCoopers LLP, an audit/assurance, business advisory and tax services firm, until his retirement in June 2001. Mr. Sicchitano joined Price Waterhouse LLP, a predecessor firm of PricewaterhouseCoopers LLP, in 1970, and after becoming a partner in 1979, held various leadership positions within the firm until he retired in 2001. He is a Director of PerkinElmer, Inc. and Analog Devices, Inc. At various times from 1986 to 1995, he served as a Director and/or officer of a number of not-for-profit organizations, including as President of the Harvard Business School Association of Boston, Director of the Harvard Alumni Association and the Harvard Business School Alumni Association, Director and Chair of the Finance Committee of New England Deaconess Hospital and a Trustee of the New England Aquarium. Mr. Sicchitano received a bachelor's degree from Harvard College and a master's degree in business administration from Harvard Business School. Mr. Sicchitano has been a Director of MetLife and Metropolitan Life Insurance Company since 2003.

Mr. Sicchitano's experience as a managing partner in a global advisory services firm and his oversight of the firm's audit practices as well as his oversight of the firm's Audit/Assurance, Business Advisory and Tax Services have provided him with an understanding of the challenges and opportunities of managing a global business enterprise and a broad knowledge of the accounting and tax issues that are relevant to the Board's oversight of the management of MetLife, a global insurance and financial services firm.

**The following Class II Directors have previously been elected to terms that expire as of the 2013 Annual Meeting:**

**R. Glenn Hubbard, Ph.D.**, age 52, has been the Dean of the Graduate School of Business at Columbia University since 2004 and the Russell L. Carson Professor of Economics and Finance since 1994. Dr. Hubbard has been a professor of the Graduate School of Business at Columbia University since 1988 and a professor of the Faculty of Arts and Sciences of Columbia University since 1997. From 2001 to 2003, Dr. Hubbard served as Chairman of the

President's Council of Economic Advisers and Chairman of the Economic Policy Committee of the Organization for Economic Cooperation and Development. He was Deputy Assistant Secretary of the Treasury for Tax Analysis from 1991 to 1993. Dr. Hubbard is a member of the Boards of Directors of Automatic Data Processing, Inc., BlackRock Closed-End Funds and KKR Financial Holdings LLC. He also is a member of the Panel of Economic Advisors for the Federal Reserve Bank of New York, member of the Council on Foreign Relations, and a member of the Advisory Board of the National Center on Addiction and Substance Abuse, and serves as an Elder of Fifth Avenue Presbyterian Church, New York. He previously served as a Director of Capmark Financial Corporation (2006-2008), Information Services Group, Inc. (2006-2008), Duke Realty Corporation (2004-2008), Dex Media, Inc. (2004-2006), and R.H. Donnelley Corporation (2006). Dr. Hubbard holds a Ph.D. and master's degree in economics from Harvard University, and a bachelor of arts degree and a bachelor of sciences degree from the University of Central Florida. He has been a Director of MetLife and Metropolitan Life Insurance Company since February 2007.

Dr. Hubbard's experience as an economic policy advisor to the highest levels of governmental, academic and financial regulatory bodies demonstrates his recognized deep knowledge and understanding of the significance and impact of regulatory and economic policy on business operations and management, which is relevant to the Board's understanding of the impact of global economic conditions and economic and regulatory policies on MetLife, a global provider of insurance and financial products and services.

**Alfred F. Kelly, Jr.**, age 52, was the President of American Express Company, where he had responsibility for the company's global consumer businesses, including consumer and small business cards, customer service, global banking, prepaid products, consumer travel and risk and information management, until his retirement in April 2010 after 23 years. Previously, he was a Group President responsible for several key businesses, including U.S. consumer and small business cards, U.S. customer service and risk management. From 1985 to 1987, Mr. Kelly

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served as head of information systems at the White House where he oversaw the information processing functions for several government agencies that comprise the Executive Office of the President. Prior to that, he held various positions in information systems and strategic and financial planning at PepsiCo. He is a member of the Boards of Trustees of New York-Presbyterian Hospital and St. Joseph's Seminary and College, and a member of the Board of Directors of the New York Catholic Foundation. He also serves as Vice Chairman of the Wall Street Charity Golf Classic, an event that benefits the Cystic Fibrosis Foundation. He previously served as a Director of The Hershey Company from 2005 to 2007. Mr. Kelly holds bachelor of arts and masters degrees in business administration from Iona College. Mr. Kelly has been a Director of MetLife and Metropolitan Life Insurance Company since June 2009.

Mr. Kelly's experience as a senior executive of a global financial services business together with his government service have given him a sophisticated understanding of risk management and mitigation, marketing, information technology and data management and the considerations of shareholder value creation that are relevant to the Board's oversight of the management of an insurance company with global businesses and operations.

**James M. Kilts**, age 63, has been a Partner, Centerview Partners Management, LLC, a private equity and financial advisory firm, since October 2006. He had been Vice Chairman of the Board of The Procter & Gamble Company from October 2005, following the merger of The Gillette Company with Procter & Gamble, until October 2006. Previously and, until October 2005, he had served as Chairman of the Board, Chief Executive Officer and President of Gillette since January 2001, February 2001 and November 2003, respectively. Prior to joining Gillette, Mr. Kilts was President and Chief Executive Officer of Nabisco Group Holdings Corp. from December 1999 until it was acquired in December 2000 by Philip Morris Companies Inc., now Altria Group Inc. He was President and Chief Executive Officer of Nabisco Holdings Corp. and Nabisco Inc. from January 1998 to December 1999. Before that, he

was an Executive Vice President, Worldwide Food, Philip Morris, from 1994 to 1997 and served as President of Kraft USA from 1989 to 1994. Previously, he served as President of Kraft Limited in Canada and as Senior Vice President of Kraft International. Mr. Kilts began his business career with General Foods Corporation in 1970. Mr. Kilts is a member of the Boards of Directors of Pfizer, Inc. and MeadWestvaco Corporation, and Chairman of the Supervisory Board of the Nielsen Company, a leading global and information media company. He also is a member of the Board of Overseers of Weill Cornell Medical College. He serves on the Boards of Trustees of Knox College and the University of Chicago and is a member of the Advisory Council of the University of Chicago Booth School of Business. Mr. Kilts previously served as a Director of Whirlpool Corporation from 1999 to 2005, Director of May Department Stores Company from 1998 to 2005, and Director of The New York Times Company from 2005 to 2008. He also is a past Chairman of the Grocery Manufacturers Association. He is a graduate of Knox College and earned a master of business administration degree from the University of Chicago. Mr. Kilts has been a Director of MetLife and Metropolitan Life Insurance Company since 2005.

Mr. Kilts' experience as a senior executive of several major consumer product companies with global sales and operations together with his experience as the founding partner of a private equity and financial advisory firm have given him a perspective on and a deep understanding of the business challenges and opportunities of diversified global enterprises and the related financial, risk management and shareholder value creation considerations that are relevant to the Board's oversight of the management of an insurance company with global businesses and operations.

**David Satcher, M.D., Ph.D.**, age 70, is the Director of the Satcher Health Leadership Institute and the Center of Excellence on Health Disparities at the Morehouse School of Medicine (**MSM**), where he also occupies the Poussaint-Satcher-Cosby Chair in Mental Health. From December 2004 to July 2006, Dr. Satcher served as the

President of MSM. From September 2002 to December 2004, Dr. Satcher was the Director of the National Center for Primary



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Care at MSM. Dr. Satcher completed his four-year term as the 16th Surgeon General of the United States in February 2002, after which he served as a Senior Visiting Fellow with the Kaiser Family Foundation until he assumed the post of Director of the National Center for Primary Care. Dr. Satcher served as the U.S. Assistant Secretary for Health from 1998 to January 2001, and from 1993 to 1998, he was the Director of the Centers for Disease Control and Prevention and the administrator of the Agency for Toxic Substances and Disease Registry. Dr. Satcher is a member of the Boards of Directors of Johnson & Johnson, the Kaiser Family Foundation, the Community Foundation of Greater Atlanta and the United Way of

Metropolitan Atlanta. Dr. Satcher has been a Director of MetLife and Metropolitan Life Insurance Company since February 2007.

Dr. Satcher's background in public health issues and administration and his business and government service provide him with a broad knowledge of health matters from a public policy perspective, with expertise in fields that include the study of aging and mortality profiles, which are relevant to the Company's operations as a provider of life and dental insurance, and to an understanding of the impact of governmental health and insurance initiatives.

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**Proposal 2 Approval of Amendments to the Certificate of Incorporation to Declassify MetLife's Board of Directors**

**The Board of Directors recommends that you vote FOR the approval of amendments to the Certificate of Incorporation to declassify MetLife's Board of Directors.**

The Board is recommending that shareholders vote FOR the approval of the proposal to declassify the Board of Directors (the **Declassification Proposal**). The Board believes that annual voting on the election of Directors will promote corporate accountability. Shareholders will have the right to vote on each Director nominee each year, based on their evaluation of the performance of each Director and any other factors they think relevant.

In MetLife's Proxy Statement for the 2010 Annual Meeting, MetLife stated that it expected in 2011 to seek shareholder approval to amend the Certificate of Incorporation in order to declassify the Board and provide for the annual election of all Directors. MetLife's Certificate of Incorporation currently requires that the Board of Directors be divided into three classes, each as nearly equal in number as possible. Each class has a three-year term of office and a new Director appointed or elected to fill a newly created Board seat or a vacancy in that class holds office for a term that coincides with the remaining term of that class. The classification of the Board of Directors results in staggered elections, with each class of Directors standing for election every third year.

If shareholders approve the Declassification Proposal, declassification would be phased in beginning in 2012 without changing the expected terms to which Directors were elected by shareholders or appointed to the Board. Beginning in 2012, the class of Directors to be elected will be elected for one-year terms. Newly created Board seats would continue to be allocated to the classes as currently provided until declassification is complete, and Directors appointed or elected to fill newly created Board seats or vacancies will hold office for a term that coincides with the remaining term of the relevant class. The phase-in would be complete in 2014, when all Directors would be elected for terms that end at the following year's Annual Meeting, and the Board would no longer be divided into classes.

The Certificate of Incorporation currently provides that Directors may be removed only for cause. As amended, the Certificate of Incorporation would provide that until the 2014 Annual Meeting, the shareholders may remove Directors only for cause. The amended Certificate of Incorporation would provide that once the Board is fully declassified (following the 2014 Annual Meeting), the members of the Board may be removed by shareholders with or without cause, as required for declassified boards under Delaware law.

Approval of the Declassification Proposal will require the affirmative vote of the holders as of the Record Date of at least three-quarters of the outstanding Shares entitled to vote in the election of Directors. Abstentions and failures to vote will have the same effect as votes cast against the approval of the Declassification Proposal.

The proposed changes to Article VI of MetLife's Certificate of Incorporation are substantially in the form of Appendix A attached to this Proxy Statement, with additions of text indicated by underlining and deletions of text indicated by strike-outs.

If the Declassification Proposal is approved, the Board of Directors intends to make conforming amendments to Sections 2.03(a) and 2.12 of the By-Laws to make them consistent with the Certificate of Incorporation, as amended.

If the Declassification Proposal is not approved, the Board of Directors will continue to be divided into three classes of Directors elected for three-year terms, and the shareholders will continue to be able to remove Directors for cause only, even after the 2014 Annual Meeting.

**The Board of Directors recommends, on the basis of the foregoing, that you vote FOR the approval of amendments to the Certificate of Incorporation to declassify MetLife's Board of Directors.**

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**Corporate Governance**

**Corporate Governance Guidelines.**

The Board of Directors has adopted Corporate Governance Guidelines that set forth the Board's policies on a number of governance-related matters. Topics covered by the Guidelines include:

Director qualifications, independence and responsibilities;

the identification of candidates for Board positions;

the Committees of the Board;

management succession;

Director access to management and outside advisors, including certain restrictions on the retention by Directors of an outside advisor that is otherwise engaged by the Company for another purpose;

Director compensation;

Director stock ownership guidelines;

the appointment of a Lead Director by the Independent Directors;

Director orientation and continuing education;

Annual evaluation of the Board's performance; and

the Board's majority voting standard in uncontested Director elections, which is also reflected in the Company's By-Laws.

A printable version of the Corporate Governance Guidelines may be found on MetLife's website at [www.metlife.com/corporategovernance](http://www.metlife.com/corporategovernance) under the link Corporate Governance Guidelines.

**Information About the Board of Directors.**

***Responsibilities, Independence and Composition of the Board of Directors.*** The Directors of MetLife are individuals upon whose judgment, initiative and efforts the success and long-term value of the Company depend. As a Board, these individuals review MetLife's business policies and strategies and oversee the management of the Company's businesses by the Chief Executive

Officer and the other most senior executives of the Company (**Executive Officers** or **Executive Group**). The Board currently consists of 13 Directors, 12 of whom are both *Non-Management Directors* and *Independent Directors*. A

**Non-Management Director** is a Director who is not an officer of the Company or of any entity in a consolidated group with the Company. An **Independent Director** is a Non-Management Director who the Board of Directors has affirmatively determined has no material relationships with the Company or any of its consolidated subsidiaries and is independent within the meaning of the New York Stock Exchange Corporate Governance Standards. An Independent Director for Audit Committee purposes meets additional requirements of Rule 10A-3 under the Exchange Act.

The Board of Directors has adopted categorical standards to assist it in making determinations regarding Director independence. The Board has determined that the Independent Directors satisfy all applicable categorical standards. The categorical standards are included in the Corporate Governance Guidelines of the Company, which are available on MetLife's website at [www.metlife.com/corporategovernance](http://www.metlife.com/corporategovernance) under the link Corporate Governance Guidelines.

The Board has affirmatively determined that Sylvia Mathews Burwell, Eduardo Castro-Wright, Cheryl W. Gris , R. Glenn Hubbard, John M. Keane, Alfred F. Kelly, Jr., James M. Kilts, Catherine R. Kinney, Hugh B. Price, David Satcher, Kenton J. Sicchitano and Lulu C. Wang are all Independent Directors who do not have any material relationships with the Company or any of its consolidated subsidiaries. The Board also affirmatively determined in 2010 that Burton A. Dole, Jr. and William C. Steere, Jr., who retired as of the commencement of the 2010 Annual Meeting, were Independent Directors who did not have any material relationships with the Company or any of its consolidated subsidiaries.

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***Declassification of the Board to Elect All Directors Annually.*** The Company's Board of Directors is currently divided into three classes. One class is elected each year to hold office for a term of three years. Of the 13 current Directors, five are Class I Directors with terms expiring at the 2012 Annual Meeting, four are Class II Directors with terms expiring at the 2013 Annual Meeting, and four are Class III Directors with terms expiring at the 2011 Annual Meeting.

The Company is seeking shareholder approval at the 2011 Annual Meeting to amend the Company's Certificate of Incorporation in order to declassify the Board and provide for the annual election of all Directors. If approved by shareholders, declassification of the Board would be phased in so that Directors could serve the full terms to which they have been elected. Beginning with the Company's 2014 Annual Meeting, all Directors would be elected for terms that would end at the following year's Annual Meeting.

***Board Leadership Structure.*** After careful consideration, in 2006, the Board of Directors determined that the best leadership structure for MetLife is a Chairman of the Board who also is the Company's Chief Executive Officer and a separate empowered Lead Director. The Board believes that its experience with this structure over the course of the last four years has confirmed that it made the right decision. Experience has shown that the Chairman of the Board and Chief Executive Officer has partnered effectively with the Lead Director.

The Company's Chief Executive Officer is responsible for the day-to-day operations of the Company and setting its strategic business direction. The performance of his responsibilities as Chairman of the Board is informed by his in-depth knowledge of the business, its opportunities and challenges and the capabilities and talents of the Company's senior leadership team. Establishing the complementary roles of Lead Director and Chairman of the Board and Chief Executive Officer has brought assurance to MetLife Directors that they will be provided with the information about the Company's businesses and operations, have the access to senior management of MetLife and have robust and appropriate corporate governance processes and procedures

that they need in order to effectively oversee the management of the Company and to perform their roles and responsibilities as Directors of a global provider of insurance products and services.

Ms. Cheryl W. Gris , the Company's Lead Director, was appointed as Lead Director by the Company's Independent Directors, as provided by the Company's Corporate Governance Guidelines. The Guidelines establish an empowered independent Lead Director whose responsibilities include:

presiding at executive sessions of the Non-Management Directors (which are held at each regularly scheduled Board meeting);

conferring with the Chairman of the Board and Chief Executive Officer about Board meeting schedules, agendas and information to be provided to the Directors;

conferring with the Chairman of the Board and Chief Executive Officer on issues of corporate importance that may involve action by the Board;

participating in the Compensation Committee's annual performance evaluation of the Chairman of the Board and Chief Executive Officer; and

in the event of the incapacity of the Chairman and Chief Executive Officer, directing the Secretary of the Company to take all necessary and appropriate action to call a special meeting of the Board as specified in the By-Laws to consider the action to be taken under the circumstances.

The Board of Directors has five standing committees (described on pages 20 through 24): Audit, Compensation, Executive, Finance and Risk, and Governance and Corporate Responsibility. Each of those Committees, other than the Executive Committee, is chaired by an Independent Director. The Investment Committee of Metropolitan Life Insurance Company, which, at the request of MetLife, oversees the management and mitigation of risks associated with the investment portfolios of MetLife and certain of MetLife's subsidiaries, is also chaired by an Independent Director.

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***Executive Sessions of Non-Management Directors.*** At each regularly scheduled meeting of the Board of Directors, the Non-Management Directors of the Company (all of whom were also Independent Directors of the Company during 2010) meet in executive session without the presence of the Company's management. The Lead Director presides at the executive sessions of the Non-Management Directors.

***Director Nomination Process.*** Under the Company's Corporate Governance Guidelines, the following specific, minimum qualifications must be met by any candidate whom the Governance and Corporate Responsibility Committee would recommend for election to the Board of Directors:

***Financial Literacy.*** Such person should be financially literate, as such qualification is interpreted by the Company's Board of Directors in its business judgment.

***Leadership Experience.*** Such person should possess significant leadership experience, such as experience in business, finance, accounting, law, education or government, and shall possess qualities reflecting a proven record of accomplishment and an ability to work with others.

***Commitment to the Company's Values.*** Such person shall be committed to promoting the financial success of the Company and preserving and enhancing the Company's reputation as a leader in American business and shall be in agreement with the values of the Company as embodied in its codes of conduct.

***Absence of Conflicting Commitments.*** Such person should not have commitments that would conflict with the time commitments of a Director of the Company.

***Reputation and Integrity.*** Such person shall be of high repute and recognized integrity, and shall not have been convicted in a criminal proceeding or be named a subject of a pending criminal proceeding (excluding traffic violations and other minor offenses). Such person shall not have been found in a civil proceeding to have violated any federal or state securities or commodities law, and shall

not be subject to any court or regulatory order or decree limiting his or her business activity, including in connection with the purchase or sale of any security or commodity.

***Other Factors.*** Such person shall have other characteristics considered appropriate for membership on the Board of Directors, including significant experience and accomplishments, an understanding of marketing and finance, sound business judgment, and an appropriate educational background.

In recommending candidates for election as Directors, the Governance and Corporate Responsibility Committee will take into consideration the need for the Board to have a majority of Directors that meet the independence requirements of the New York Stock Exchange Corporate Governance Standards, the ability of candidates to devote the time necessary for service on the MetLife Board, their ability to enhance the perspective and experience of the Board as a whole, and such other criteria as shall be established from time to time by the Board of Directors.

Potential candidates for nomination as Directors are identified by the Governance and Corporate Responsibility Committee and the Board of Directors through a variety of means, including search firms, Board members, Executive Officers and shareholders. Potential candidates for nomination as Director provide information about their qualifications and participate in interviews conducted by individual Board members. Candidates are evaluated based



on the information supplied by the candidates and information obtained from other sources.

The Governance and Corporate Responsibility Committee will consider shareholder recommendations of candidates for nomination as Director. To be timely, a shareholder recommendation must be submitted to the Governance and Corporate Responsibility Committee, MetLife, Inc., 1095 Avenue of the Americas, New York, NY 10036, Attention: Corporate Secretary, not later than 120 calendar days prior to the first anniversary of the previous year's annual meeting. Recommendations for nominations of candidates for election at the 2012 Annual Meeting must be received by the Corporate Secretary no later than December 28, 2011.

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The Governance Committee makes no distinctions in evaluating nominees based on whether or not a nominee is recommended by a shareholder. Shareholders recommending a nominee must satisfy the notification, timeliness, consent and information requirements set forth in the Company's By-Laws concerning Director nominations by shareholders.

The shareholder's recommendation must set forth all the information regarding the person recommended that is required to be disclosed in solicitations of proxies for election of Directors pursuant to Section 14 of the Exchange Act and related regulations, and must include the recommended nominee's written consent to being named in the Proxy Statement as a nominee and to serving as a Director if elected. The recommendation must also be accompanied by a completed disclosure questionnaire on a form posted on the Company's website. In addition, the shareholder's recommendation must include (i) the name and address of, and class and number of shares of the Company's securities owned beneficially and of record by, the recommending shareholder and any other person on whose behalf the shareholder is acting or with whom the shareholder is acting in concert; (ii) a description of all arrangements or understandings between any shareholder and the person being recommended and any other persons (naming them) pursuant to which the nominations are to be made by the shareholder; (iii) satisfactory evidence that each shareholder is a beneficial owner, or a representation that the shareholder is a holder of record, of the Company's stock entitled to vote at the meeting, and a representation that the shareholder intends to appear in person or by a qualified representative at the meeting to propose the nomination; and (iv) if the recommending shareholder intends to solicit proxies, a statement to that effect.

***Board Meetings and Director Attendance in 2010.*** In 2010, there were 12 regular and special meetings of the Board of Directors. All of the current Directors attended more than 75% of the aggregate number of meetings of the Board of Directors and the Committees on which they served during 2010, with the exception of General John M. Keane who attended 73% of such meetings.

**Oversight of Risk by the Board of Directors.**

The Board of Directors has allocated responsibilities for overseeing risks associated with the Company's business among the Board as a whole and the Committees of the Board. In performing its risk oversight functions, the Board of Directors:

oversees management's development and execution of appropriate business strategies to mitigate the risk that such strategies will fail to generate long-term value for the Company and its shareholders or that such strategies will motivate management to take excessive risks; and

oversees the development and implementation of processes and procedures to mitigate the risk of failing to assure the orderly succession of the Chief Executive Officer and the senior executives of the Company.

The Board of Directors believes that the continuing development of the Company's managerial leadership is critically important to the Company's success. The Board periodically reviews the skills, experience, and development plans of the Company's senior leaders who may ultimately be candidates for senior executive positions. The Board meets regularly with senior leaders in the context of Board business, giving the Board an opportunity to assess the qualifications of these persons. In addition, the Board plans for executive succession to ensure that the Company will have managerial talent available to replace current executives when that becomes necessary.

In addition, as a financial holding company, MetLife is subject to the umbrella jurisdiction of the Federal Reserve Bank of New York (**FRBNY**). In this role, the FRBNY evaluates the risk management control processes of MetLife and its key business lines and monitors MetLife's risk profile and financial performance. The MetLife Board of Directors receives an annual report from the FRBNY regarding the FRBNY's detailed risk management assessment of the Company, including an assessment of Board and senior management oversight, risk policies, procedures and limits, risk monitoring and management information systems and internal controls.

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Risk oversight functions performed by Board Committees are included in the discussions of Committee roles and responsibilities set forth in the next section under Board Committees.

**Board Committees.**

MetLife's Board of Directors has designated five standing Board Committees. These Committees perform essential functions on behalf of the Board. The Committee Chairs review and approve agendas for all meetings of their respective Committees. The responsibilities of each of these Committees are summarized below. Only Independent Directors may be members of the Audit, Compensation, Finance and Risk, and Governance and Corporate Responsibility Committees. Metropolitan Life Insurance Company also has designated Board Committees, including an Investment Committee. Each Committee of the Board of Directors has a Charter that defines the Committee's purposes and responsibilities. The Charters for the Audit, Compensation and Governance and Corporate Responsibility Committees incorporate the requirements of the SEC and the New York Stock Exchange to the extent applicable, and current, printable versions of these Charters are available on MetLife's website at [www.metlife.com/corporategovernance](http://www.metlife.com/corporategovernance) by selecting *Board of Directors* and then the appropriate link under the heading Board Committee Information.

***The Audit Committee***

The Audit Committee, which consists entirely of Independent Directors,

is directly responsible for the appointment, compensation, retention and oversight of the work of the Company's independent auditor;

assists the Board in fulfilling its responsibility to oversee the Company's accounting and financial reporting processes, the adequacy of the Company's internal control over financial reporting and the integrity of its financial statements;

pre-approves all audit and non-audit services to be provided by the independent auditor, reviews reports concerning significant legal and regulatory matters, discusses the Company's

guidelines and policies with respect to the process by which the Company undertakes risk management and risk assessment, and reviews the performance of the Company's internal audit function;

discusses with management, the Company's General Auditor and the independent auditor, the Company's filings on Forms 10-K and 10-Q and the financial information in those filings;

discusses with management the Company's practices regarding earnings press releases and the provision of financial information and earnings guidance to analysts and rating agencies;

prepares an annual report to the shareholders for presentation in the Company's proxy statement, the 2011 Report being presented on pages 35 and 36 of this Proxy Statement; and

has the authority to obtain advice and assistance from, and to receive appropriate funding from the Company for the retention of, outside counsel and other advisors as the Audit Committee deems necessary to carry out its duties.

The Audit Committee also oversees management's development and implementation of policies and procedures related to the following matters and the management and mitigation of the associated risks:

- the preparation of the Company's financial statements and disclosures;
- the Company's critical accounting policies and estimates;
- establishing and maintaining effective internal control over financial reporting;
- the appointment and performance of the internal auditor;
- the Company's compliance with legal and regulatory requirements; and
- the effectiveness of the Company's disclosure controls and procedures.

The Audit Committee met nine times during 2010. A more detailed description of the role and responsibilities of the Audit Committee is set forth in the Audit Committee Charter.

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***Financial Literacy and Audit Committee Financial Expert.*** The Board of Directors has determined that the members of the Audit Committee, all of whom are Independent Directors and meet the additional independence requirements of Rule 10A-3 under the Exchange Act, are financially literate, as such qualification is interpreted by the Board of Directors. The Board of Directors has also determined that the following members of the Audit Committee would qualify as audit committee financial experts, as such term is defined by the SEC: Kenton J. Sicchitano, the Chair of the Committee, Cheryl W. Gris , John M. Keane and Catherine R. Kinney.

***The Compensation Committee***

***Role of the Compensation Committee in Corporate Governance.*** The Compensation Committee, which consists entirely of Independent Directors,

assists the Board in fulfilling its responsibility to oversee the compensation and benefits of the Company's executives and other employees of the MetLife enterprise;

approves the goals and objectives relevant to the Chief Executive Officer's total compensation, evaluates the Chief Executive Officer's performance in light of such goals and objectives, and endorses, for approval by the Independent Directors, the Chief Executive Officer's total compensation level based on such evaluation;

reviews and recommends approval by the Board of Directors of the total compensation of each person who is an executive officer of the Company under the Exchange Act and related regulations or an officer of the Company under Section 16 of the Exchange Act and related regulations, as well as the Company's Chief Risk Officer, including their base salaries, annual incentive compensation and long-term equity-based incentive compensation;

has sole authority to retain, terminate and approve the fees and other retention terms of any compensation consultants retained to assist the Committee in evaluating executive compensation;

retains, terminates and approves the fees and other retention terms of any other advisor it retains to assist the Committee; and

reviews and discusses with management the Compensation Discussion and Analysis to be included in the proxy statement (and incorporated by reference in the Annual Report on Form 10-K), and, based on this review and discussion, (i) recommends to the Board of Directors whether the Compensation Discussion and Analysis should be included in the proxy statement (and incorporated by reference in the Annual Report on Form 10-K), and (ii) issues the Compensation Committee Report for inclusion in the proxy statement (the 2011 Compensation Committee Report appears on page 40 of this Proxy Statement).

The Compensation Committee also oversees the management and mitigation of risks associated with (i) the development and administration of the Company's compensation and benefit programs, and (ii) assuring that the Company's incentive plans do not encourage or reward excessive risk taking.

A more detailed description of the role and responsibilities of the Compensation Committee is set forth in the Compensation Committee Charter. Under its Charter, the Compensation Committee may delegate to a subcommittee or to the Chief Executive Officer or other officers of the Company any portion of the Committee's duties and responsibilities, if the Committee believes such delegation is in the best interests of the Company and the delegation is

not prohibited by law, regulation or the New York Stock Exchange Corporate Governance Standards. Management's delegated authority does not include granting salary increases or incentive compensation to any Executive Officer, officer subject to the reporting requirements under Section 16 of the Exchange Act, or to the Company's Chief Risk Officer.

The Company's processes for consideration and determination of executive compensation, and the central role of the Committee in those processes, are further described in the Compensation Discussion and Analysis, beginning on page 41.

***Executive Compensation Consultant.*** The Committee believes that its compensation consultant must be able to provide candid, direct, independent and objective advice to the Committee.

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In February 2010, the Committee's prior consultant, Hewitt Associates (**Hewitt**), spun off a portion of its executive compensation practice to form Meridian Compensation Partners, LLC (**Meridian**). To assist the Committee in carrying out its responsibilities, and to provide continuity, the Compensation Committee retained Meridian as its executive compensation consultant. Meridian has provided the Committee with competitive market compensation data and overall market trends about executive compensation, has advised the Committee about the overall design and implementation of MetLife's executive compensation programs, including decisions made under the programs, and has advised the Committee about regulatory, governance and accounting developments that may affect the Company's executive compensation programs.

In order to promote the objectivity, independence, and candor of the compensation consultant's advice:

Meridian has reported directly to the Committee about executive compensation matters;

Meridian has met with the Committee in executive sessions that were not attended by any of the Company's Executive Officers;

Meridian has had direct access to the Chair and members of the Committee between meetings; and

the Committee has not directed Meridian to perform its services in any particular manner or under any particular method.

Prior to February 2010, the Committee had retained Hewitt as its executive compensation consultant. Hewitt performed substantially the same role in the same manner as has Meridian. The fees paid to Hewitt for providing these consulting services in January 2010 were \$29,387.

With the knowledge and concurrence of the Committee, management had previously retained a separate and distinct unit of Hewitt to provide recordkeeping and call center services for the Company's retirement programs, as well as benefits analyses, communications, mergers and acquisition consulting, and other general human resources consulting. The bulk of these services are provided under a written contract between the Company and Hewitt. In light of this contract, the Committee did not adopt a formal resolution

approving the provision of these services by Hewitt in 2010. The aggregate fees for Hewitt's services to the Company and its affiliates (other than those for consulting services to the Compensation Committee) for 2010 were \$11,313,937.

The Committee and Hewitt took extensive steps to ensure that Hewitt provided candid, direct, independent and objective advice to the Committee that is not influenced by any other relationship that the consultant might have with the Company, as fully detailed in the Company's 2010 Proxy Statement. As a result, the Committee believes that it received independent and objective executive compensation advice from Hewitt.

To help ensure that the Committee continues to receive independent and objective advice in the future, the Company's Corporate Governance Guidelines provide that, effective in 2011, any consultant retained to advise the Compensation Committee on executive compensation matters should not be retained to provide any other services to the Company.



For information about the key factors that the Compensation Committee considers in determining the compensation of the members of the Executive Group, as well as the role of the Chief Executive Officer and the Executive Vice President of Human Resources in setting such compensation, see Compensation Discussion and Analysis beginning on page 41. Also see the Compensation Discussion and Analysis for information about compensation paid to the persons listed in the Summary Compensation Table (**Named Executive Officers**) on page 57.

The Compensation Committee met eight times during 2010.

***Compensation Committee Interlocks and Insider Participation.*** No member of the Compensation Committee has ever been an officer or employee of MetLife or any of its subsidiaries. During 2010, no Executive Officer of MetLife served as a Director or member of the compensation committee (or other committee serving an equivalent function) of any other entity, one of whose executive officers is or has been a Director of MetLife or a member of MetLife's Compensation Committee.

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***The Executive Committee***

The Executive Committee may exercise the powers and authority of the Board of Directors during intervals between meetings of the Board of Directors. The Executive Committee did not meet during 2010.

***The Finance and Risk Committee***

The Finance and Risk Committee, which consists entirely of Independent Directors,

assists the Board in overseeing the Company's financial policies and strategies, capital structure and dividend policies, assessment and management of material risks;

reviews the Company's key financial and business metrics;

reviews the Company's policies, practices and procedures regarding risk assessment, management, and mitigation;

reviews and receives reports from the Chief Risk Officer and other members of management of the steps taken to measure, monitor and manage risk exposures in the enterprise (in consultation with independent advisors or other Board Committees where necessary or desirable);

reviews benchmarks for risks exposures in the enterprise and management's performance against these benchmarks;

reviews reports on selected risk topics as the Committee or management deems appropriate from time to time;

approves or recommends for Board consideration financial matters such as the issuance or repurchase of the Company's securities, payment of dividends on the Company's securities, acquisitions or dispositions of businesses, and funding of the Company's subsidiaries;

reviews reports on MetLife Bank's capitalization management, results and operations; and

oversees the appointment, retention and performance of the Company's Chief Risk Officer and reviews the performance of the Chief Risk Officer with the Compensation Committee.

The Finance and Risk Committee also oversees the Company's policies and procedures to manage and mitigate risks related to

maintaining adequate liquidity;

maintaining appropriate credit ratings;

undertaking and executing corporate transactions; and

pricing the Company's products and services.

The Finance and Risk Committee met eight times during 2010.

***The Governance and Corporate Responsibility Committee***

In January 2011, the Board created the Governance and Corporate Responsibility Committee by combining the duties of the Corporate Responsibility and Compliance Committee with those of the Governance Committee.

The Governance and Corporate Responsibility Committee, which consists entirely of Independent Directors,

assists the Board by identifying individuals qualified to become members of the Board, consistent with the criteria established by the Board;

assesses, and advises the Board with respect to, the experience, qualifications, attributes or skills of each Director that the Board should consider in concluding whether the person should serve as a Director;

develops and recommends corporate governance guidelines to the Board;

recommends to the Board policies and procedures regarding shareholder nomination of Director candidates;

recommends to the Board policies and procedures regarding communication with Non-Management Directors;

reviews, approves or ratifies, in accordance with applicable policies and procedures established by the Company, related person transactions involving Directors, Director nominees and the Chief Executive Officer or any of their immediate family members, as well as any transactions

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referred to the Committee by the Chief Executive Officer;

performs other duties and responsibilities, including recommending the appointment of Directors to serve as the Chairs and members of the Committees of the Board, overseeing the Board's self-evaluation process, reviewing the compensation and benefits of the Non-Management Directors, and recommending modifications of such compensation and benefits as may be appropriate;

reviews the Company's goals and strategies for its contributions in support of health, education, civic and cultural activities and initiatives and other similar purposes;

receives period reports on the strategies and initiatives of the MetLife Foundation;

reviews the Company's social investment program in which loans and other investments are made to support affordable housing, community, business and economic development, and health care services for low and moderate income communities;

reviews the Company's activities and initiatives related to diversity and receives periodic reports from the Company's Chief Diversity Officer regarding the Company's diversity activities and initiatives;

reviews the Company's activities and initiatives related to sustainability and environmental issues;

reviews the Company's goals and strategies concerning legislative and regulatory initiatives that impact the interests of the Company;

reviews the Company's sales practices for consistency with appropriate industry standards;

reviews the ethics and compliance programs of the Company and its subsidiaries; and

reviews and approves the Company's annual compliance plan.

The Governance and Corporate Responsibility Committee also oversees the management and mitigation of risks related to failure to comply with required or appropriate corporate governance standards.

A more detailed description of the role and responsibilities of the Governance and Corporate Responsibility Committee is set forth in the Governance and Corporate Responsibility Committee Charter.

During 2010, prior to the reorganization of the Governance and the Corporate Responsibility and Compliance Committees to form the Governance and Corporate Responsibility Committee, the Governance Committee met six times and the Corporate Responsibility and Compliance Committee met three times.

***The Investment Committee of Metropolitan Life Insurance Company***

The Investment Committee of Metropolitan Life Insurance Company

oversees the investment activities of Metropolitan Life Insurance Company and certain of its subsidiaries;

at the request of MetLife, also oversees the management of investment assets of MetLife and certain of MetLife's subsidiaries and, in connection therewith, reviews reports from the investment officers on the investment activities and performance of the investment portfolio of such companies and submits reports about such activities and performance to MetLife;

authorizes designated investment officers, within specified limits and guidelines, to make and sell investments for Metropolitan Life Insurance Company's general account and separate accounts consistent with applicable laws and regulations and applicable standards of care;

reviews reports from the investment officers regarding the conformity of investment activities with the Committee's general authorizations, applicable laws and regulations and applicable standards of care; and

reviews and approves Metropolitan Life Insurance Company's derivatives use plans and reviews reports from the investment officers on derivative transaction activity; reviews and approves Metropolitan Life Insurance Company's high return program plan and reviews reports from the investment officers on

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high return program activity; reviews reports from the investment officers on the investment activities and performance of investment advisors that are engaged to manage certain investments of Metropolitan Life Insurance Company; reviews reports from the investment officers on the non-performing assets in Metropolitan Life Insurance Company's investment portfolio; and reviews Metropolitan Life Insurance Company's investment plans and receives periodic updates of performance compared to projections in the investment plans.

At the request of MetLife, the Investment Committee also oversees the management and mitigation of risks associated with the investment

portfolios of MetLife and certain of MetLife's subsidiaries, including

credit risk;

interest rate risk;

portfolio allocation and diversification risk;

derivatives risk;

counterparty risk;

duration mismatch risk; and

compliance with insurance laws and regulations that govern insurance company investments.

The Investment Committee met six times during 2010.

**MEMBERSHIP ON BOARD COMMITTEES**

The following table lists the Directors who currently serve on the Committees described above.

	<b>Audit</b>	<b>Compensation</b>	<b>Executive Chair</b>	<b>Finance and Risk</b>	<b>Governance and Corporate Responsibility</b>	<b>Investment (Metropolitan Life Insurance Company)</b>
Henrikson						ü
Burwell					ü	ü
Castro-Wright		ü			ü	ü

Grisé	ü	ü	ü		Chair	
Hubbard			ü	ü		Chair
Keane	ü				ü	
Kelly	ü	ü		Chair		
Kilts		Chair				ü
Kinney	ü			ü		
Price	ü	ü				
Satcher			ü		ü	ü
Sicchitano	Chair	ü		ü		
Wang				ü		ü

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## Compensation of Non-Management Directors

## 2010 DIRECTOR COMPENSATION TABLE

Name(1)	Fees Earned or Paid in Cash \$(2)	Stock Awards \$(3)	Option Awards \$(4)	All Other Compensation \$(5)	Total (\$)
Sylvia M. Burwell	\$ 112,500	\$ 112,500		\$ 1,584	\$ 226,584
Eduardo Castro-Wright	\$ 112,500	\$ 112,500		\$ 6,574	\$ 231,574
Burton A. Dole, Jr. (retired)	\$ 0	\$ 0		\$ 1,316	\$ 1,316
Cheryl W. Gris�	\$ 168,750	\$ 112,500		\$ 6,584	\$ 287,834
R. Glenn Hubbard	\$ 137,500	\$ 112,500		\$ 6,584	\$ 256,584
John M. Keane	\$ 112,500	\$ 112,500		\$ 1,584	\$ 226,584
Alfred F. Kelly, Jr.	\$ 143,750	\$ 112,500		\$ 6,584	\$ 262,834
James M. Kilts	\$ 137,500	\$ 112,500		\$ 6,584	\$ 256,584
Catherine R. Kinney	\$ 112,500	\$ 112,500		\$ 6,584	\$ 231,584
Hugh B. Price	\$ 137,500	\$ 112,500		\$ 15,411	\$ 265,411
David Satcher	\$ 112,500	\$ 112,500		\$ 6,584	\$ 231,584
Kenton J. Sicchitano	\$ 137,500	\$ 112,500		\$ 4,084	\$ 254,084
William C. Steere, Jr. (retired)	\$ 0	\$ 0		\$ 14,113	\$ 14,113
Lulu C. Wang	\$ 112,500	\$ 112,500		\$ 1,584	\$ 226,584

- (1) C. Robert Henrikson was compensated in 2010 in his capacity as an Executive Officer of the Company, but received no compensation in his capacity as a member of the Board of Directors. For information about Mr. Henrikson's compensation in 2010, see the Summary Compensation Table on page 57 and the accompanying narrative disclosure. In accordance with the Board's retirement policy, Messrs. Dole and Steere retired from the Board effective at the time of the 2010 Annual Meeting of Shareholders. Pursuant to the Company's Board compensation practices, on April 28, 2009, Messrs. Dole and Steere received payment of their annual retainer fees for the period through the 2010 Annual Meeting of Shareholders.
- (2) The amounts reported in this column represent the cash component of the annual retainer paid to the Non-Management Directors in 2010, as well as additional fees paid for service as a Committee Chair or Lead Director. The amount reported for Ms. Gris  includes a prorated additional fee paid for her service as the Lead Director from the time of her initial appointment to the position on February 1, 2010 to the time of the 2011 Annual Meeting. The amount reported for Mr. Kelly includes a prorated fee paid for his service as a Committee Chair from the time of his initial appointment to the Board on February 1, 2010 to the time of the 2011 Annual Meeting. For additional information, see Directors' Retainer Fees on page 28.
- (3) The MetLife, Inc. 2005 Non-Management Director Stock Compensation Plan (**2005 Directors Stock Plan**), which was approved by the Company's shareholders in 2004, authorizes the Company to issue Shares in payment of Director retainer fees. On April 27, 2010, each Non-Management Director was granted 2,540 Shares, which represents the stock component of the annual retainer paid to the Non-Management Directors in 2010. The dollar



amounts reported in this column represent the grant date fair value of such Share awards as computed for financial statement reporting purposes in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718 (**FAS 718**). The grant date fair value represents the number of Shares awarded multiplied by the closing price of the Shares on the date of grant. The closing price of the Shares on the New York Stock Exchange was \$44.30 on April 27, 2010. Share awards granted to the Non-Management Directors as part of their annual retainer vest and become payable immediately upon their grant. As a result, no Share awards were outstanding for any of the Non-Management Directors as of December 31, 2010.

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For information about the security ownership of the Non-Management Directors as of February 14, 2011, see Security Ownership of Directors and Executive Officers beginning on page 79. For additional information about the Directors annual retainer, see Directors Retainer Fees on page 28.

- (4) Prior to 2004, Non-Management Directors received stock option awards as part of their annual retainer. These awards were issued pursuant to the MetLife, Inc. 2000 Directors Stock Plan (**2000 Directors Stock Plan**), which was in effect until April 15, 2005 when it was replaced by the 2005 Directors Stock Plan. The following table shows the aggregate number of stock option awards outstanding for each Non-Management Director as of December 31, 2010. These awards vested and became exercisable but had not been exercised as of December 31, 2010.

<b>Name</b>	<b>Number of Option Awards Outstanding</b>	<b>Name</b>	<b>Number of Option Awards Outstanding</b>	<b>Name</b>	<b>Number of Option Awards Outstanding</b>
Burwell	553	Keane	1,210	Price	6,836
Castro-Wright	0	Kelly	0	Satcher	0
Grisé	178	Kilts	0	Sicchitano	1,536
Hubbard	0	Kinney	0	Wang	0

- (5) The amount reported in this column includes the life insurance premiums paid by Metropolitan Life Insurance Company in 2010 for individual life insurance coverage for Mr. Price: \$7,667; and Mr. Steere: \$11,369, as well as a \$1,429 proportionate share of a \$20,000 service fee paid to administer the policies for each of Mr. Price and Mr. Steere. The amounts reported in this column also include life insurance premiums of \$1,584 paid by Metropolitan Life Insurance Company in 2010 for group life insurance coverage for each of Ms. Burwell, Mr. Castro-Wright, Ms. Grisé, Mr. Hubbard, Mr. Keane, Mr. Kelly, Mr. Kilts, Ms. Kinney, Dr. Satcher, Mr. Sicchitano, and Ms. Wang. See Directors Benefit Programs on page 28 for additional information.

Under the Metropolitan Life Insurance Company charitable gift program for Non-Management Directors, Non-Management Directors elected as Directors of Metropolitan Life Insurance Company prior to October 1, 1999 may recommend one or more charitable or educational institutions to receive, in the aggregate, a \$1 million contribution from Metropolitan Life Insurance Company in the name of that Director following the Director's death. The amount reported in this column for each of Mr. Dole, Mr. Price and Mr. Steere includes \$1,316, representing each of their proportionate shares of a \$25,000 service fee paid by Metropolitan Life Insurance Company in 2010 to administer the program. The premiums for the insurance policies under the program were paid in full prior to 2010.

This column also includes charitable contributions made by the MetLife Foundation to colleges and universities under the matching gift program for employees and Non-Management Directors. In 2010, the matching gifts made by the MetLife Foundation on behalf of Non-Management Directors were as follows: Castro-Wright: \$4,990; Grisé, Hubbard, Kelly, Kilts, Kinney, Price, and Satcher: \$5,000 each; Sicchitano: \$2,500.

The Company paid for personal expenses of certain Non-Management Directors in connection with Company business conferences or other events attended by such Directors in 2010. For each Non-Management Director for whom such expenses were paid, the aggregate amount paid by the Company in 2010 was less than \$10,000.

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*The following discussion will assist in understanding the information reported in the 2010 Director Compensation Table:*

**Directors Retainer Fees.** The Company pays each Non-Management Director an annual retainer in the amount of \$225,000, 50% of which is paid in Shares and 50% of which is paid in cash. In addition, the Company pays an annual cash retainer fee of \$25,000 to each Non-Management Director who serves as Chair of a Board Committee, the Company's Lead Director, and the Non-Management Director who serves as Chair of the Metropolitan Life Insurance Company Investment Committee.

Annual retainer fees are paid in advance at the time of the Company's Annual Meeting. A Non-Management Director who serves for only a portion of the year is paid a prorated retainer fee in advance at the time of commencement of service to reflect the period of such service.

**Director Fee Deferrals.** A Non-Management Director may defer the receipt of all or part of his or her fees payable in cash or Shares (and any imputed dividends on those Shares) until a later date or until after he or she ceases to serve as a Director. From 2000 to 2004, such deferrals could be made under the terms of the 2000 Directors Stock Plan (share awards) or the MetLife Deferred Compensation Plan for Outside Directors (cash awards). Since 2005, any such deferrals are made under the terms of the MetLife Non-Management Director Deferred Compensation Plan, which is intended to comply with Internal Revenue Code Section 409A.

**Directors Benefit Programs.** Non-Management Directors who joined the Board on or after January 1, 2003 receive \$200,000 of group life insurance. Non-Management Directors who joined the Board prior to January 1, 2003 are eligible to continue to receive \$200,000 of individual life insurance coverage under policies then in existence, for which MetLife would pay the Directors a cash amount sufficient to cover the cost of premiums. MetLife provides each Non-Management Director with business travel accident insurance coverage for travel on MetLife business.

### **Stock Ownership Guidelines for Non-Management Directors**

The Board of Directors has established stock ownership guidelines for Non-Management Directors. Each is expected to own Share-based holdings equal in value to at least three times the cash component of the MetLife Non-Management Director's annual retainer. Each Non-Management Director is expected to achieve this level of ownership by December 31 of the year in which the third anniversary of his or her election to the Board occurs. The Share ownership of each Non-Management Director met these guidelines as of December 31, 2010.

### **Directors Retirement Policy**

The retirement policy adopted by the Board of Directors provides that no Director may stand for election as a member of MetLife's Board after he or she reaches the age of 72, and that a Director may continue to serve until the Annual Meeting coincident with or immediately following his or her 72nd birthday. No Director who is also an officer of MetLife may serve as a Director after he or she retires as an officer of MetLife or Metropolitan Life Insurance Company. In addition, each Director must offer to resign from the Board upon a change or discontinuance of his or her principal occupation or business responsibilities. The Director's retirement policy is set forth in the Company's Corporate Governance Guidelines.

**Director Indemnity Plan**

The Company's By-Laws provide for the Company to indemnify, and advance expenses to, a person who is threatened with litigation or made a party to a legal proceeding because of the person's service as a Director of the Company. In addition, the Company's Director Indemnity Plan affirms that a Director's rights to this indemnification and expense advancement are contract rights. The indemnity plan also provides for expenses to be advanced to former Directors on the same basis as they are advanced to current Directors. Any amendment or repeal of the rights provided under the indemnity plan would be prospective only and would not affect a Director's rights with respect to events that have already occurred.

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**Procedures for Reviewing Related Person Transactions.**

The Company has established written procedures for the review, approval or ratification of related person transactions. A related person transaction includes certain financial transactions, arrangements or relationships in which the Company is or is proposed to be a participant and in which a Director, Director nominee or Executive Officer of the Company or any of their immediate family members has or will have a material interest. Related person transactions may include:

Legal, investment banking, consulting or management services provided to the Company by a related person or an entity with which the related person is affiliated;

Sales, purchases and leases of real property between the Company and a related person or an entity with which the related person is affiliated;

Material investments by the Company in an entity with which a related person is affiliated;

Contributions by the Company to a civic or charitable organization for which a related person serves as an executive officer; and

Indebtedness or guarantees of indebtedness involving the Company and a related person or an entity with which the related person is affiliated.

Under the procedures, Directors, Director nominees and Executive Officers of the Company are required to report related person transactions in writing to the Company. The Governance Committee reviews, approves or ratifies related person transactions involving Directors, Director nominees and the Chief Executive Officer or any of their immediate family members. A vote of a majority of disinterested Directors of the Governance Committee is required to approve or ratify a transaction. The Chief Executive Officer reviews, approves or ratifies related person transactions involving Executive Officers of the Company (other than the Chief Executive Officer) or any of their immediate family members. The Chief Executive Officer may refer any such transaction to the Governance Committee for review, approval or ratification if he believes that such referral would be appropriate.

The Governance Committee or the Chief Executive Officer will approve a related person transaction if it is fair and reasonable to the Company and consistent with the best interests of the Company, taking into account the business purpose of the transaction, whether the transaction is entered into on an arm's-length basis on terms fair to the Company, and whether the transaction is consistent with applicable codes of conduct of the Company. If a transaction is not approved or ratified, it may be referred to legal counsel for review and consultation regarding possible further action by the Company. Such action may include terminating the transaction if not yet entered into or, if it is an existing transaction, rescinding the transaction or modifying it in a manner that would allow it to be ratified or approved in accordance with the procedures.

The Board of Directors reviewed the transactions described below under **Related Person Transactions** American International Group, Inc. in connection with its approval of such transactions, and has determined that the transactions are consistent with the criteria set forth in the preceding paragraph with respect to the approval of related person transactions. However, the Company's procedures do not contemplate separate review of related person transactions

involving persons other than Directors, Director nominees and Executive Officers.

### **Related Person Transactions**

*American International Group, Inc.* Under a Stock Purchase Agreement, dated as of March 7, 2010 (the **Acquisition Agreement**) among MetLife, American International Group, Inc. (**AIG**), and Seller (a subsidiary of AIG), as amended, MetLife acquired American Life Insurance Company and Delaware American Life Insurance Company (together, **Alico**) on November 1, 2010 (the **Acquisition**). The Acquisition resulted in Seller and AIG becoming the beneficial owners of more than 5% of the outstanding Shares.

To complete the Acquisition, MetLife paid to Seller \$7.2 billion in cash, after adjustments, and issued to Seller (i) 78,239,712 Shares; (ii) \$3 billion aggregate stated amount of common equity units (the **Equity Units**); and (iii) 6,857,000 shares of MetLife's Series B Contingent Convertible Junior Participating Non-Cumulative Perpetual Preferred Stock, par value \$0.01 per share (**Convertible**

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**Preferred Stock**), which were convertible into 68,570,000 Shares upon a favorable vote of MetLife's stockholders. On March 8, 2011, Seller sold all of the 78,239,712 Shares and the 40,000,000 Equity Units in public offerings, and MetLife repurchased and cancelled all of the Convertible Preferred Stock. As a result, AIG and Seller ceased to be beneficial owners of 5% or more of the outstanding Shares.

*Equity Units.* The Equity Units consist of (i) forward purchase contracts obligating the holder to purchase a variable number of Shares on specified future dates for a fixed price and (ii) an interest in (x) \$1.0 billion aggregate principal amount of MetLife's 1.564% Series C Senior Debentures due 2023, (y) \$1.0 billion aggregate principal amount of MetLife's 1.923% Series D Senior Debentures due 2024 and (z) \$1.0 billion aggregate principal amount of MetLife's 2.463% Series E Senior Debentures due 2045. On March 15, 2011, MetLife will pay \$55.83 million (consisting of interest on the Senior Debentures and contract payments on the forward purchase contracts) to Seller with respect to the Equity Units. Under the terms of the Equity Units, the Series C Senior Debentures, the Series D Senior Debentures and the Series E Senior Debentures constituting part of the Equity Units will each be subject to separate remarketing and sold to investors. Holders of the Equity Units who elect to include their Senior Debentures in a remarketing can use the proceeds thereof to meet the obligations under the forward purchase contracts to purchase Shares. Approximately 67.8 million to 84.7 million Shares, subject to adjustment, will be issuable upon the settlement of the forward purchase contracts.

*Investor Rights Agreement.* In connection with the Acquisition, MetLife, Seller and AIG entered into an Investor Rights Agreement, dated as of November 1, 2010 (the **Investor Rights Agreement**). The Investor Rights Agreement set forth certain registration rights MetLife granted to Seller in connection with the securities issued to Seller as part of the purchase price consideration, and set forth certain agreements with respect to Seller's ownership, voting and transfer of these securities. As of March 8, 2011, Seller no longer

owned any of the securities that were subject to the Investor Rights Agreement.

*Coordination Agreement.* On March 1, 2011, MetLife, Seller, and AIG entered into a coordination agreement (the **Coordination Agreement**). Under that agreement, MetLife repurchased from Seller all of the Convertible Preferred Stock for approximately \$2.95 billion, MetLife's net proceeds from its public offering of 68,570,000 Shares, which closed on March 8, 2011. MetLife also agreed to waive the lock-up restrictions imposed on Seller under the Investor Rights Agreement to the extent necessary to permit Seller to offer and sell all of its Shares and Equity Units in a public offering. Seller proceeded to offer and sell all of its Shares and Equity Units.

*Indemnification and Indemnification Collateral.* The Acquisition Agreement provides that Seller and MetLife will indemnify each other for losses pursuant to the terms and conditions set forth therein. Additionally, MetLife may be required to make certain other payments to Seller, and Seller may be required to make certain other payments to MetLife, pursuant to the terms and conditions of the Acquisition Agreement, including certain post-closing purchase price adjustments. For example, on March 8, 2011, Seller paid MetLife approximately \$300 million in cash with respect to an estimated tax payment that was paid by Alico to the Internal Revenue Service on February 15, 2011. The estimated tax payment was payable by Alico as a result of MetLife's decision to make certain tax elections with respect to the Acquisition under section 338(h)(10) and section 338(g) of the Internal Revenue Code. At this time, MetLife cannot approximate the aggregate dollar amount of such other payments that may become payable pursuant to the Acquisition Agreement.



Seller pledged the Equity Units to secure payment of Seller's obligations to MetLife under the Acquisition Agreement and ancillary agreements (the **Indemnification Collateral**), including certain indemnification obligations. Under the Coordination Agreement, on March 8, 2011, Seller substituted \$3 billion of the net proceeds from Seller's public offering of the Equity Units for all of the Equity Units, and the Equity Units were released from the pledge. From and after that date, the Indemnification Collateral will consist

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solely of cash and certain permitted investments. The Indemnification Collateral may, from time to time, be withdrawn by MetLife or Seller in accordance with the terms of the Coordination Agreement and Acquisition Agreement.

*AIG Guarantee.* MetLife, Seller and AIG entered into a letter agreement on October 29, 2010 relating to AIG's guarantee obligations under the Acquisition Agreement (the **Restructuring Amendment**). In the event Seller does not have sufficient cash or other liquid assets to satisfy its obligations to MetLife and certain of its affiliates and representatives, including Seller's indemnity obligations, on a timely basis, the Restructuring Amendment provides, among other things, that AIG will unconditionally guarantee all such obligations of Seller by direct payment to MetLife and such affiliates and representatives.

*Special Asset Protection Agreement.* MetLife and Alico entered into a Special Asset Protection Agreement with Seller on November 1, 2010 (**Special Asset Protection Agreement**). The Special Asset Protection Agreement provides for a loss sharing arrangement with respect to certain assets, whereby, if there is a default in the payment of scheduled interest or a default in the payment of principal or if an asset under certain conditions is sold or restructured at a loss, and the aggregate of any shortfalls exceeds \$100 million, Seller will be obligated to pay to Alico 50% of such shortfalls in excess of \$100 million. To the extent that Alico receives any payments from Seller for an asset shortfall, Alico will be obligated to pay Seller 50% of any recoveries on that asset (net of certain items) until Seller has been reimbursed for all such payments. With certain exceptions, the obligations of Seller to make payments to Alico apply with respect to payment defaults which arise until December 31, 2016, unless, on that date, an asset has an uncured principal or interest payment default. In that situation, Seller will remain obligated to make any payments on that asset until the next scheduled principal or interest payment, at which time, if the payment default remains uncured, Seller will pay Alico the excess of (i) 50% of the carrying value and all accrued but unpaid interest on that asset, minus (ii) any payments made by Seller with respect to that asset for which Alico has not reimbursed Seller

from any recoveries on that asset, subject to certain other applicable offsets. At this time, MetLife cannot approximate the aggregate dollar amount of any payments under the Special Asset Purchase Agreement.

*Transition Services Agreement.* MetLife and AIG also entered into a Transition Services Agreement on November 1, 2010 (**Transition Services Agreement**), pursuant to which each party agreed to provide to the other party and its affiliates scheduled services and access to certain facilities as well as certain migration services, knowledge transfer services, assistance with negotiations of third party vendor relationships and resuming services. Furthermore, additional services that were provided prior to the closing of the Acquisition and that were identified within 180 days of the closing of the Acquisition, will be provided by the applicable party on a commercially reasonable efforts basis. Scheduled services will be provided for the agreed period of time and for an agreed extension period, with increased fees for services provided during the extension period. In general, the term for services will not exceed 24 months from the closing of the Acquisition, except with respect to migration services (which may continue for a period of up to three months following the termination of the related service) or except as caused by delays or failures in connection with the provision of services or completion of certain required separation actions. Services can be terminated on 30 days' advance written notice (or such other period of time as agreed to by the parties in the applicable schedule to the Transition Services Agreement) to the party providing such service, subject to the service recipient paying any scheduled termination fees. The Transition Services Agreement also provides for a variety of indemnities, as well as dispute resolution mechanisms. At this time, MetLife estimates that approximately \$80 to \$95 million will be paid in respect of services provided pursuant to the Transition Services Agreement.

*Ordinary Course Commercial Transactions.* From time to time, MetLife or its affiliates, on the one hand, and AIG or its affiliates, on the other hand, may enter into ordinary course commercial contracts or other arrangements on substantially

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the same terms and conditions that prevail at the time for comparable transactions with persons who are not related persons.

The foregoing descriptions of the Acquisition Agreement, the Special Asset Protection Agreement and the Transition Services Agreements are not complete and are qualified by reference to the Acquisition Agreement, filed with MetLife's Current Report on Form 8-K, dated March 11, 2010.

The foregoing descriptions of the Restructuring Amendment and the Investor Rights Agreement are not complete and are qualified by reference to such documents, filed with MetLife's Current Report on Form 8-K, dated November 2, 2010.

The foregoing description of the Coordination Agreement is not complete and is qualified by reference to the Coordination Agreement filed with MetLife's Current Report on Form 8-K, dated March 2, 2011.

***Executive Officers.*** A Company affiliate employs a sister of Executive Group member Nicholas D. Latrenta, Executive Vice President and General Counsel. The employee's employment began approximately 6 years before Mr. Latrenta became an Executive Group member. The employee is not an officer of the Company or any MetLife affiliate, does not report directly or indirectly to Mr. Latrenta, and does not report directly to any other member of the Executive Group. In 2010, the employee participated in compensation and benefit arrangements generally applicable to similarly-situated employees, and earned compensation of approximately \$120,142.

A Company affiliate employs a brother of Executive Group member Maria R. Morris, Executive Vice President, Technology & Operations. The employee's employment began approximately 15 years before Ms. Morris became an Executive Group member. The employee is not an officer of the Company or any MetLife affiliate, does not report directly or indirectly to Ms. Morris, and does not report directly to any other member of the Executive Group. In 2010, the employee participated in compensation and benefit

arrangements generally applicable to similarly-situated employees, and earned compensation of approximately \$216,960.

### **Codes of Conduct**

***Financial Management Code of Professional Conduct.*** The Company has adopted the MetLife Financial Management Code of Professional Conduct, a code of ethics as defined under the rules of the SEC, that applies to the Company's Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer and all professionals in finance and finance-related departments. A current, printable version of the Financial Management Code of Professional Conduct is available on the Company's website at [www.metlife.com/corporategovernance](http://www.metlife.com/corporategovernance) by selecting *Corporate Conduct* and then the appropriate link under the heading Codes of Conduct. No amendments to, or waivers of, any provisions of the Financial Management Code of Professional Conduct that apply to the Company's Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer or Corporate Controller were entered into or made in 2010. If any such amendments or waivers were entered into or made, the Company would post information about them on the Company's website at the address given above.

***Employee Code of Business Conduct and Ethics and Directors' Code of Business Conduct and Ethics.*** The Company has adopted the Directors' Code of Business Conduct and Ethics, which is applicable to all members of the

Company's Board of Directors including the Chief Executive Officer, and the Employee Code of Business Conduct and Ethics, which applies to all employees of Company affiliates, including the Executive Officers of the Company. Current, printable versions of the Directors' Code and the Employee Code are available on the Company's website at [www.metlife.com/corporategovernance](http://www.metlife.com/corporategovernance) by selecting *Corporate Conduct* and then the appropriate link under the heading Codes of Conduct.

**Proposal 3 Ratification of Appointment of the Independent Auditor**

**The Board of Directors recommends that you vote to ratify the appointment of Deloitte & Touche LLP as MetLife's independent auditor for the fiscal year ending December 31, 2011.**

The Audit Committee has appointed Deloitte & Touche LLP (**Deloitte**) as the Company's independent auditor for the fiscal year ending December 31, 2011, subject to shareholder ratification. Deloitte has served as independent auditor of MetLife and most of its subsidiaries, including Metropolitan Life Insurance Company, for many years. Its long term knowledge of the MetLife group of companies, combined with its insurance industry expertise, has enabled it to carry out its audits of the Company's financial statements with effectiveness and efficiency.

In considering Deloitte's appointment, the Audit Committee reviewed the firm's qualifications and competencies, including the following factors:

Deloitte's status as a registered public accounting firm with the Public Company Accounting Oversight Board (United States) (**PCAOB**) as required by the Sarbanes-Oxley Act of 2002 (**Sarbanes-Oxley**) and the Rules of the PCAOB;

Deloitte's independence and its processes for maintaining its independence;

the results of the independent review of the firm's quality control system;

the key members of the engagement team for the audit of the Company's financial statements;

Deloitte's approach to resolving significant accounting and auditing matters including consultation with the firm's national office; and

Deloitte's reputation for integrity and competence in the fields of accounting and auditing.

The Audit Committee assures the regular rotation of the audit engagement team partners as required by law.

The Audit Committee approves Deloitte's audit and non-audit services in advance as required under Sarbanes-Oxley and SEC rules. Before the commencement of each fiscal year, the Audit Committee appoints the independent auditor to perform audit services that the Company expects to be performed for the fiscal year and appoints the auditor to perform audit-related, tax and other permitted non-audit services. The Audit Committee or a designated member of the Audit Committee to whom authority has been delegated may, from time to time, pre-approve additional audit and non-audit services to be performed by the Company's independent auditor. Any pre-approval of services between Audit Committee meetings must be reported to the full Audit Committee at its next scheduled meeting.

If the audit, audit-related, tax and other permitted non-audit fees for a particular period or service exceed the amounts previously approved, the Audit Committee determines whether or not to approve the additional fees.

Based on this information, the Audit Committee pre-approves the audit services that the Company expects to be performed by the independent auditor in connection with the audit of the Company's financial statements for the

current fiscal year, and the audit-related, tax and other permitted non-audit services that management may desire to engage the independent auditor to perform during the twelve month period following such pre-approval. In addition, the Audit Committee approves the terms of the engagement letter to be entered into by the Company with the independent auditor.

Representatives of Deloitte will attend the 2011 Annual Meeting. They will have an opportunity to make a statement if they desire to do so, and they will be available to respond to appropriate questions.

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The following table presents fees for professional services rendered by Deloitte for the audit of the Company's annual financial statements, audit-related services, tax services and all other services for the years ended December 31, 2010 and 2009.

**Independent Auditor's Fees for 2010 and 2009(1)**

	<b>2010</b>	<b>2009</b>
Audit Fees(2)	\$ 61.7 million	\$ 40.7 million
Audit-Related Fees(3)	7.9 million	7.2 million
Tax Fees(4)	7.0 million	3.0 million
All Other Fees(5)	2.8 million	0.3 million

- (1) All fees shown in the table related to services that were approved by the Audit Committee.
- (2) Fees for services to perform an audit or review in accordance with auditing standards of the PCAOB and services that generally only the Company's independent auditor can reasonably provide, such as comfort letters, statutory audits, attest services, consents and assistance with and review of documents filed with the SEC.
- (3) Fees for assurance and related services that are traditionally performed by the Company's independent auditor, such as audit and related services for employee benefit plan audits, due diligence related to mergers, acquisitions and divestitures, accounting consultations and audits in connection with proposed or consummated acquisitions and divestitures, control reviews, attest services not required by statute or regulation, and consultation concerning financial accounting and reporting standards.
- (4) Fees for tax compliance, consultation and planning services. Tax compliance generally involves preparation of original and amended tax returns, claims for refunds and tax payment planning services. Tax consultation and tax planning encompass a diverse range of services, including assistance in connection with tax audits and filing appeals, tax advice related to mergers, acquisitions and divestitures, advice related to employee benefit plans and requests for rulings or technical advice from taxing authorities.
- (5) Fees for other types of permitted services.



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**Audit Committee Report**

This report is submitted by the Audit Committee of the MetLife Board of Directors. No portion of this Audit Committee Report shall be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, through any general statement incorporating by reference in its entirety the Proxy Statement in which this Report appears, except to the extent that the Company specifically incorporates this report or a portion of it by reference. In addition, this report shall not be deemed to be soliciting material or to be filed under either the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

The Audit Committee, on behalf of the Board, is responsible for overseeing management's conduct of MetLife's financial reporting and internal control processes. For more information on the Audit Committee, see Board Committees The Audit Committee on page 20.

Management has the responsibility for the preparation of MetLife's consolidated financial statements and the reporting process. Deloitte & Touche LLP (**Deloitte**), as MetLife's independent auditor, is responsible for auditing MetLife's consolidated financial statements in accordance with auditing standards of the Public Company Accounting Oversight Board (**PCAOB**).

Deloitte has discussed with the Audit Committee those matters described in the PCAOB Standard, Communications with Audit Committees (AU 380), Statement on Auditing Standards No. 114, and Rule 2-07 of Regulation S-X promulgated by the Securities and Exchange Commission. Deloitte has also provided to the Audit Committee the written disclosures and the letter required by applicable requirements of the PCAOB regarding Deloitte's communications with the Audit Committee concerning independence, and the Audit Committee has discussed with Deloitte its independence from MetLife.

During 2010, management updated its internal control documentation for changes in internal control and completed its testing and evaluation of MetLife's system of internal control over financial reporting in response to the requirements set forth in Section 404 of the Sarbanes-Oxley Act of 2002 and related regulations. The Audit Committee was kept apprised of the progress of the evaluation and provided oversight and advice to management during the process. In connection with this oversight, the Audit Committee received updates provided by management and Deloitte at each regularly scheduled Audit Committee meeting. The Audit Committee also reviewed the report of management's assessment of the effectiveness of internal control over financial reporting contained in the Company's 2010 Annual Report on Form 10-K, which has been filed with the Securities and Exchange Commission. The Audit Committee also reviewed Deloitte's report regarding its audit of the effectiveness of the Company's internal control over financial reporting.

The Audit Committee reviewed and discussed with management and with Deloitte MetLife's audited consolidated financial statements for the year ended December 31, 2010 and Deloitte's Report of Independent Registered Public Accounting Firm dated February 23, 2011 regarding the 2010 audited consolidated financial statements included in the Company's 2010 Annual Report on Form 10-K. The Deloitte report states that MetLife's 2010 audited consolidated financial statements present fairly, in all material respects, the consolidated financial position of MetLife and its subsidiaries as of December 31, 2010 and 2009 and the results of their operations and cash flows for each of the three years in the period ended December 31, 2010 in conformity with accounting principles generally accepted in the

United States of America and includes an explanatory paragraph on the adoption of certain recently issued accounting standards. In reliance upon the reviews and discussions with

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management and Deloitte described in this Audit Committee Report, and the Board of Directors receipt of the Deloitte report, the Audit Committee recommended to the Board that

MetLife's 2010 audited consolidated financial statements be included in the Company's 2010 Annual Report on Form 10-K.

Respectfully,

Kenton J. Sicchitano, Chair  
Cheryl W. Grisé  
John M. Keane  
Alfred F. Kelly, Jr.  
Catherine R. Kinney  
Hugh B. Price

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**Proposal 4 Advisory Vote to Approve the Compensation Paid to the Company's Named Executive Officers**

**The Board of Directors recommends that you vote FOR this proposal:**

**RESOLVED, that the compensation paid to the Company's Named Executive Officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby APPROVED.**

This proposal will give shareholders the opportunity to endorse or not endorse the Company's executive compensation programs and policies and the resulting compensation for the Named Executive Officers, as described in this Proxy Statement.

Because the vote is advisory, the result will not be binding on the Compensation Committee and it will not affect, limit, or augment any existing compensation or awards. The Compensation Committee will, however, take into account the outcome of the vote when considering future compensation arrangements.

The following design features are key to the program's success and promotion of shareholders' interests:

paying for performance: most compensation is variable and dependent on achievement of business results;

aligning executives' interests with those of shareholders: most incentive compensation is stock-based, and executives are expected to meet stock ownership guidelines;

encouraging long-term decision-making: Stock Options vest over three years and may normally be exercised over ten years, and the ultimate value of Performance Shares is determined by the Company's performance relative to its peers over three years;

rewarding achievement of the Company's business goals: amounts available for annual incentive awards are based on Company

performance compared to its Business Plan; individual awards take account of business unit and individual executive performance relative to their goals; and

avoiding incentives to take excessive risk: the Company makes discretionary rather than formulaic awards; uses Operating Earnings (which excludes investment gains and losses) as a key performance indicator; and uses multiple-year performance to determine the ultimate value of stock-based awards.

At the same time, the Company's executive compensation program excludes practices that would be contrary to the Company's compensation philosophy and contrary to shareholders' interests. For example, the Company's executive compensation program:

does not provide executives with guaranteed bonuses;

does not allow executives, or other associates, to engage in short sales, hedging, or trading in put and call options with respect to the Company's securities;

does not offer a supplemental executive retirement plan that provides benefits under a different formula than the pension plan applicable to most U.S.-based employees, or that adds years of service or includes long-term incentive compensation in the benefits formula;

does not provide excessive perquisites;

does not provide change-in-control severance pay beyond two times average pay; and

does not provide for any excise tax payment or tax gross-up for change-in-control related payments, or for tax gross-up for any perquisites or benefits.

In 2010, the Company generated premiums, fees, and other revenues that were up 5% from 2009, and its Operating Earnings for 2010 were up 65% from 2009. Moreover, the Company successfully completed the largest acquisition in the history of

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the MetLife enterprise. As a result of the acquisition of Alico, MetLife became a leading global provider of insurance, annuities and employee benefit programs, serving approximately 90 million customers in over 60 countries. The acquisition is expected to provide significant long-term strategic and financial benefits to shareholders, including significant long-term growth in revenues, earnings and return on equity. The compensation of the Named Executive Officers reflects the Compensation Committee's independent evaluation of these accomplishments, as well as their individual accomplishments.

The Compensation Committee and Board of Directors believes that the Company's compensation programs and policies, and the compensation of the Named Executive Officers, promote the Company's business objectives with appropriate compensation delivered in appropriate forms. Accordingly, **the Board of Directors recommends that you vote FOR this proposal.**

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**Proposal 5 Advisory Vote on the Frequency of Future Advisory Votes to Approve the Compensation Paid to the Company's Named Executive Officers**

**The Board of Directors recommends that you vote in favor of a ONE YEAR frequency for future advisory votes on executive compensation.**

This proposal will give shareholders the opportunity to express their preference for how frequently they will cast an advisory vote to endorse or not endorse the compensation paid to the Company's Named Executive Officers, as disclosed pursuant to the compensation disclosure rules of the SEC, including the Compensation Disclosure and Analysis, compensation tables and narrative discussion. Shareholders may cast a vote in favor of a frequency of one year, two years, or three years, or they may abstain.

The Board recommends an annual advisory vote because an annual vote will allow shareholders to provide direct input on the Company's compensation policies and practices, and the resulting compensation for the Named Executive Officers, every year. Shareholders would have the opportunity to consider the Company's most recent

compensation decisions in the context of its pay for performance philosophy and focus on increasing long-term shareholder value, and to provide feedback to the Company in a timely way.

Because the frequency vote is advisory, the result will not be binding on the Board of Directors or the Company. The Board will, however, take into account the outcome of the vote when it determines the frequency with which future advisory votes on executive compensation will be held. The Board expects to make its determination and disclose its decision to shareholders within 150 days of the Annual Meeting.

The Compensation Committee and the Board of Directors believe that an annual advisory vote on executive compensation is in the best interests of the Company and its shareholders. Accordingly, **the Board of Directors recommends that you vote in favor of a ONE YEAR frequency for future advisory votes on executive compensation.**

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**MetLife 2011 Proxy Statement**

**Compensation Committee Report**

This report is furnished by the Compensation Committee of MetLife's Board of Directors. The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis that is set forth on pages 41 through 56 of this Proxy Statement and, based on such review and discussion, the Compensation Committee has recommended to the Board of Directors that such Compensation Discussion and Analysis be included in this Proxy Statement and incorporated by reference in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010.

No portion of this Compensation Committee Report shall be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, through any general statement incorporating by reference in its entirety the Proxy Statement in which this Report appears, except to the extent that the Company specifically incorporates this report or a portion of it by reference. In addition, this report shall not be deemed to be soliciting material or to be filed under either the Securities Act of 1933, as amended, or the Exchange Act.

Respectfully,

James M. Kilts, Chair  
Eduardo Castro-Wright  
Cheryl W. Grisé  
Alfred F. Kelly, Jr.  
Hugh B. Price  
Kenton J. Sicchitano



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**Compensation Discussion and Analysis**

This Compensation Discussion and Analysis describes the objectives and policies underlying MetLife's executive compensation program. It also describes key factors that the Compensation Committee considered in determining the compensation of the members of the Executive Group. The Executive Group includes the Named Executive Officers as well as the other Executive Officers of the Company. References to the Company's executive compensation programs and policies refer to those that apply to the Executive Group.

Shareholders have the opportunity, at the 2011 Annual Meeting, to vote to endorse or not endorse the compensation paid to the Company's Named Executive Officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including this Compensation Discussion and Analysis and the compensation tables and narrative discussion. The Compensation Committee and the Board of Directors believe that this Compensation Discussion and Analysis and the compensation tables and narrative discussion that follow support their recommendation to approve that shareholder advisory resolution.

**Executive Summary and Overview**

**2010 Business Results.** Throughout 2010, MetLife continued to focus on its global objectives, creating long-term shareholder value and growing its businesses, while taking prudent (not excessive) risks. Maintaining focus was essential to MetLife's success given the uncertain global economy and impending comprehensive changes to the regulatory framework.

MetLife's business results for 2010 included the following:

premiums, fees and other revenues of \$35.8 billion, up 5% from 2009;

Operating Earnings of \$3,892 million, or \$4.38 per share, up from \$2,365 million, or \$2.87 per share, in 2009;

Return on Equity of 10.2%, up from 6.7% in 2009; and

cumulative pre-tax annualized savings of \$700 million through its Operational Excellence initiative, compared to its objective of \$600 million.

For more information on these financial measures, see "Shared Financial Performance Goals" on page 50.

At the same time, MetLife completed the largest acquisition in its history by buying Alico. The acquisition transformed MetLife into a global competitor which expects to generate 30% of projected 2011 premiums, fees, and other revenues, and 40% of projected 2011 Operating Earnings, from outside the United States. The acquisition advanced MetLife's presence in markets where the Company was established (such as western Europe and Japan), and established MetLife positions in important emerging growth markets (such as eastern Europe, parts of Latin America, and the Middle East).

**2010 Compensation Highlights.** MetLife maintained its commitment to its pay for performance philosophy, and continued to emphasize variable performance-based compensation over fixed or guaranteed pay. For 2010, variable

compensation to Executive Group members was over seven times fixed compensation, and stock-based incentive compensation for 2010 performance to Executive Group members was over one and one-half times cash incentive compensation.

Given this mix of pay, Executive Group members' interests are aligned with those of shareholders.

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Much of their compensation depends on increases in the price of Shares that benefit shareholders. Further, the Company's Share ownership guidelines align executives' interests with those of shareholders and reinforce the focus on long-term shareholder value. The Named Executive Officers have maintained significant Share ownership.

The Company's long-term performance, including changes to the price of Shares, has a significant impact on the Named Executive Officers' compensation. For example, the performance factor for the 2007-2009 Performance Shares (paid out in 2010) was slightly below target, based on the Company's three-calendar-year performance relative to competition, and the price of Shares was considerably lower than on the date the Performance Shares were granted due to a tumultuous stock market. As a result, the payment value on vesting of the awards was 53% of the target value of the awards on the grant date. At the same time, the Company's total shareholder return for 2010 was over 24%, which compares favorably to the increase in the Chief Executive Officer's compensation as reported in the Total column of the Summary Compensation Table (approximately 20%).

Changes made in 2009 continued to have an impact in 2010. The cap on final average pay for purposes of auxiliary pension benefits contributed to an absolute decrease in the present value of the Chief Executive Officer's accumulated pension benefits for 2010. In addition, for four of the five Named Executive Officers, the amount of perquisites and personal benefits provided by the Company dropped from 2009, reflecting the continuing Company practice of scrutinizing the items it provides to ensure that they remain limited and reasonable. Further, the reduction in the severance pay and related benefits potentially payable to a terminated executive after a change-in-control, which became effective in 2010, resulted in a 64% decrease in the amount of such potential payments to the Chief Executive Officer and a 56% decrease in the amount of such potential payments for the other Named Executive Officers combined.

***Risk Assessment.*** The Company's Chief Risk Officer has concluded that risks arising from the compensation policies and practices for employees of the Company and its affiliates are not reasonably likely to have a material adverse effect on the Company as a whole, in light of the features of those policies and practices and the controls in place to limit and manage risk. The Chief Risk Officer discussed aspects of his analysis with the Compensation Committee.

**Compensation Philosophy and Objectives**

MetLife's executive compensation program is designed to:

provide competitive Total Compensation opportunities that will attract, retain and motivate high-performing executives;

align the Company's compensation plans with its short- and long-term business strategies;

align the financial interests of the Company's executives with those of its shareholders through stock-based incentives and stock ownership requirements; and

reinforce the Company's pay for performance culture by making a significant portion of Total Compensation variable, and differentiating awards based on Company, business unit and individual performance.

MetLife's program aligns with Company strategies and has a number of features that contribute to prudent decision making and avoid providing executives with an incentive to take excessive risks. One important feature is the use of

Operating Earnings as a metric in incentive programs. Operating Earnings excludes investment gains and losses, which removes incentives to take excessive risk in MetLife's investment portfolio. In addition, the Company uses three-year performance periods and vesting for long-term incentive compensation, so that time horizons for compensation reflect the extended time horizons for the results of many business decisions.

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**Overview of Compensation Program**

MetLife uses a competitive total compensation structure that consists of base salary, annual incentive awards and stock-based long-term incentive award opportunities. For purposes of this discussion and MetLife's compensation program, **Total Compensation** for an Executive Group member means the total of those three elements. The Independent Directors approve the Total Compensation for the Chief Executive Officer and the other Executive Group members.

The Compensation Committee recommends Total Compensation amounts for each Executive Group member for approval by the Independent Directors. When determining an Executive Group member's Total Compensation, the Committee considers the three elements of Total Compensation together. As a result, decisions on the award or payment amount of one element impact the decisions on the amount of other elements.

Each Executive Group member's Total Compensation reflects the Compensation Committee's assessment of Company, business unit, and the executive's performance as well as competitive market data based on peer compensation comparisons. However, the Compensation Committee does not structure

particular elements of compensation to relate to separate individual goals or performance.

The Compensation Committee also reviews other compensation and benefit programs, such as retirement benefits and potential payments that would be made if an Executive Group member's employment were to end. Benefits such as retirement and medical programs do not impact Total Compensation decisions since they apply to substantially all employees. As a result, decisions about those benefits do not vary based on decisions about an Executive Group member's base salary or annual or stock-based awards.

Generally, the forms of compensation and benefits provided to the Executive Group members are similar to those provided to other officer-level employees. None of the Executive Group members is a party to any agreement with the Company that governs the executive's employment.

The Compensation Committee's independent executive compensation consultant, Meridian, assisted the Committee in its design and review of the Company's compensation program. For more information on the role of Meridian regarding the Company's executive compensation program, see Board Committees The Compensation Committee beginning on page 21.

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**VARIABLE VS. FIXED COMPENSATION**

A substantial portion of the Executive Group members' Total Compensation for 2010 performance was variable and dependent upon the attainment of performance objectives or the value of Shares.

**STOCK-BASED INCENTIVES VS. ANNUAL CASH INCENTIVES**

To align executive and shareholder interests, in determining Total Compensation for 2010 performance, the Compensation Committee allocated a greater portion of the Executive Group members' variable compensation to stock-based incentives than it allocated to annual cash incentives:

For purposes of the above calculations, Performance Shares were valued using a Share price, based on recently-prevailing Share prices at the time of grant, that was also used for compensation planning purposes. Each Stock Option was valued at one-third of that price. See "Stock-Based Long-Term Incentive Awards" beginning on page 53. All of the long-term incentive compensation awarded to the Executive Group members consisted of Stock Options that vest over three years, or at the end of three years, and awards normally payable in the form of Shares that cannot be acquired by the executive for at least three years.

**Peer Compensation Comparisons**

The Compensation Committee periodically reviews the competitiveness of MetLife's Total Compensation structure using data reflecting a comparator group of companies in the insurance and broader financial services industries with which MetLife competes for executive talent (**Comparator Group**). Likewise, the Compensation Committee reviews the composition of the Comparator Group from time to time to assure that it remains an appropriate

comparison for the Company. The Compensation Committee reviewed and modified the Comparator Group in 2010 and made a minor change. The Committee added PNC Financial Services Group, Inc. a large company with a broad financial services range of business and removed Suntrust Banks, Inc., a smaller regional bank.

The current Comparator Group consists of the 24 financial services companies listed under "Comparator Group" below. Companies were chosen for the Comparator Group in light of their



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size relative to MetLife and the extent of their global presence, or their similarity to MetLife in the importance of investment and risk management to their business, or both. MetLife was between the 50th and 75th percentile of the Comparator Group as a whole in each of assets (as of year-end 2009), revenue (for 2009), and market capitalization (as of April, 2010).

In 2010, the Compensation Committee also reviewed the Company's approach to determining competitive Total Compensation. In view of the increasingly global nature of the Company's business as a consequence of its acquisition of Alico, and the greater proportion of the Company's earnings derived outside the United States, the Compensation Committee concluded that a broader focus on financial services competitors as a group better reflected the challenges the Executive Group faced and the expectations it had for the performance of the business. To that end, the Compensation Committee has determined that an Executive Group member's Total Compensation is competitive if it falls between the 50th and 75th percentile of the companies in the Comparator Group for the executive's position, based on total compensation data from recent periods (the **Competitive Range**). (Prior to this change, the Compensation Committee had

compared Executive Group member's Total Compensation opportunities to the 50th percentile of the entire Comparator Group and the 75th percentile of the insurance companies in the Comparator Group.) The Compensation Committee does not compare compensation on a separate element-by-element basis, but rather focuses on Total Compensation.

The Competitive Range for an Executive Group member's Total Compensation is one element of the Compensation Committee's determination of Total Compensation for the executive. For 2010 performance, Mr. Wheeler's, Mr. Toppeta's, and Mr. Kandarian's Total Compensation fell within the upper third of the Competitive Range for their respective positions and Mr. Mullaney's Total Compensation fell within the approximate middle third of the Competitive Range for his position. Mr. Henrikson's Total Compensation was slightly above the Competitive Range for his position. The Compensation Committee considered the Company's 2010 results, Mr. Henrikson's own performance, and the impact of recent turmoil in the financial services sector on the Competitive Range for Chief Executive Officers in determining that Mr. Henrikson's compensation should be above that range.

**COMPARATOR GROUP**

AEGON N.V.  
 Aflac Incorporated  
 The Allstate Corporation  
 American Express Company  
 AXA Financial, Inc.  
 Bank of America Corporation  
 Citigroup Inc.  
 The Hartford Financial Services Group, Inc.  
 HSBC Holdings plc  
 ING Groep N.V.  
 JPMorgan Chase & Co.

Manulife Financial Corporation  
 Massachusetts Mutual Life Insurance Company  
 Morgan Stanley  
 Nationwide Financial Services, Inc.  
 New York Life Insurance Company  
 PNC Financial Services Group Inc.  
 The Principal Financial Group, Inc.  
 Prudential Financial, Inc.  
 Sun Life Financial Inc.  
 The Travelers Companies, Inc.  
 U.S. Bancorp





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**Setting Total Compensation**

***Chief Executive Officer Compensation.*** At the beginning of 2010, the Chief Executive Officer and the Compensation Committee established goals and objectives that were designed to drive Company performance. For a description of these goals, see Annual Incentive Awards beginning on page 48.

In early 2011, the Compensation Committee recommended to the Independent Directors the Total Compensation for the Chief Executive Officer, including annual and stock-based awards for 2010. The Committee's Total Compensation recommendations for 2010 reflected its assessment of Mr. Henrikson's performance relative to his established goals and objectives in his role as Chief Executive Officer, and took into account Mr. Henrikson's performance relative to additional business challenges and opportunities that arose during the year. The Committee also considered competitive market data provided by Meridian. Meridian's report included a comparison and analysis of Mr. Henrikson's compensation to chief executive officer compensation at Comparator Group companies. The comparison included historical information on Comparator Group companies' size (measured by revenue, market capitalization and assets) and performance (measured by 3-year and 1-year growth in Operating Earnings, book value, operating return on equity, and total shareholder return) compared to MetLife. The application of these practices and processes for 2010 resulted in relatively higher compensation being awarded to Mr. Henrikson than to other Executive Group members due to Mr. Henrikson's broader responsibilities and higher levels of accountability as the most senior executive in the Company, as well as competitive market data.

***Compensation of Other Executive Group Members.*** At the beginning of 2010, the Chief Executive Officer and each Executive Group member agreed on the respective executive's goals. In early 2011, the Chief Executive Officer provided to the Compensation Committee an assessment of the other Executive Group members' performance during 2010 relative to their goals and the additional business challenges and opportunities that arose during the year. He also recommended to the Committee Total Compensation amounts for each Executive Group member taking into account performance during the year as well as available competitive data and compensation opportunities for each position. The Committee reviewed these recommendations and endorsed the components of each Executive Group member's Total Compensation to the Board of Directors.

The Executive Vice President, Human Resources of the Company provided the Compensation Committee with advice and recommendations on the form and overall level of executive compensation, and provided guidance and information to the Chief Executive Officer to assist him in making recommendations to the Compensation Committee of Total Compensation amounts for each Executive Group member, other than herself. She also provided guidance to the Committee on the Committee's general administration of the programs and plans in which Executive Group members, as well as other employees, participate.

Other than the Chief Executive Officer and the Executive Vice President, Human Resources, no Executive Group member played a role in determining the compensation of any of the other Executive Group members. Neither the Chief Executive Officer nor the Executive Vice President, Human Resources took part in the Board's consideration of his or her own compensation.



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The primary components of the Company's executive compensation and benefits program play various strategic roles:

	<b>Description</b>	<b>Strategic Role</b>
	<b>Base Salary:</b> Fixed based on position, scope of responsibilities, individual performance, and competitive data	Compensation for services during the year
	<b>Annual Incentive Awards:</b> Variable based on performance relative to Company, business unit, and individual goals and (when applicable) additional business challenges or opportunities that arose during the year that were not reflected in previously established goals for the year; the Compensation Committee determines awards using its judgment of all of these factors as a whole, and not by using a formula	Primary compensation vehicle for recognizing and differentiating individual performance each year; designed to motivate Executive Group members and other employees to achieve strong annual business results that will contribute to the Company's long-term success, without creating an incentive to take excessive risk
<b>Total Compensation</b>	<b>Stock-Based Long-Term Incentive Awards:</b> Amount of awards based on discretionary assessment of individual level of responsibility, performance, relative contribution, and potential for assuming increased responsibilities; ultimate value of awards depends exclusively on increases in the price of Shares (Stock Options), or on MetLife's performance relative to its competition as well as the value of Shares (Performance Shares); generally, 50% of Stock-Based Long-Term Incentive Awards to Executive Group members are allocated to Stock Options and 50% to Performance Shares, valued using a compensation planning Share price (based on recently-prevailing Share prices at the time of grant) for Performance Shares, and one-third of that Share price for Stock Options	Ensures that Executive Group members have a significant continuing stake in the long-term financial success of the Company (see "Stock Ownership" on page 54); aligns executives' interests with those of shareholders; encourages decisions and rewards performance that contribute to the long-term growth of the Company's business and enhance shareholder value; motivates Executive Group members to outperform MetLife's competition in terms of key performance measures over a three-year period; encourages executives to remain with MetLife

<b>Benefits</b>	<b>Retirement Program and Other Benefits:</b> Post-retirement income (pension) or the opportunity to save a portion of current compensation for retirement and other future needs (savings and investment program and nonqualified deferred compensation)	Attracts and retains executives and other employees
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	<b>Description</b>	<b>Strategic Role</b>
	<b>Severance Pay and Related Benefits:</b> Transition assistance if employment ends due to job elimination or, in limited circumstances, poor performance	Encourages focus on transition to other opportunities and allows the Company to obtain a release of employment-related claims
<b>Potential Payments</b>	<b>Change-in-control Benefits:</b> Replacement or vesting of stock-based long-term incentive awards; severance and related benefits also paid if the Executive Group member's employment is terminated without cause or the Executive Group member resigns with good reason following a change-in-control	Retains Executive Group members through a change-in-control and allows executives to act in the best interests of shareholders in a change-in-control without distractions due to concerns over personal circumstances; promotes the unbiased and disinterested efforts of the Executive Group members to maximize shareholder value during and after a change-in-control; keeps executives whole in situations where Shares may no longer exist or awards otherwise can not or will not be replaced

The primary components of the Company's executive compensation and benefits program are further discussed below.

**Base Salary**

The base salaries earned by the Named Executive Officers in 2010 are reported in the Summary Compensation Table on page 57. In February 2010 the Compensation Committee approved the following base salary increases for the following Named Executive Officers in light of their levels of responsibility, their performance, and the competitive market:

<b>Executive</b>	<b>Base Salary Increase</b>	<b>Effective Date</b>
William J. Wheeler	\$ 25,000	December 1, 2010
William J. Toppeta	\$ 20,000	March 1, 2010
William J. Mullaney	\$ 25,000	August 1, 2010

**Annual Incentive Awards**

The MetLife Annual Variable Incentive Plan (**AVIP**) provides eligible employees, including the Executive Group members, the opportunity to earn annual cash incentive awards. AVIP is administered as a Cash-Based Awards program under the MetLife, Inc. 2005 Stock and Incentive Compensation Plan (**Stock and Incentive Plan**). The 2010 AVIP Awards are reported in the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table on page 57.

Section 162(m) of the United States Internal Revenue Code (**Section 162(m)**) limits the deductibility of compensation paid to four of the Company's most highly-compensated executives, but exempts certain performance-based compensation from those limits. For 2010, the Compensation Committee established limits and performance goals for purposes of qualifying the AVIP awards to the Company's Executive Group members for this exemption. See Non-Equity Incentive Plan Awards on page 63 for more information about the individual maximums set for 2010 AVIP awards.

***Determining the Amount Available for Awards.*** Each year, the Compensation Committee approves the maximum amount available for AVIP awards to all covered employees, including the Named Executive Officers, which for 2010 included 23,000 employees. Early in 2010, the Compensation Committee determined that the amount available for 2010 would be based primarily on the Company's Operating Earnings and, to a lesser extent, its Return on Equity, compared to the Company's 2010 Business Plan (the **Business Plan**), subject to its exercise of discretion. The methodology for determining this amount for 2010 was as follows:

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(\$ in millions)

*AVIP Operating Earnings Factor*

Operating Earnings	\$ 3,817(1)
Less Excess or Shortfall of Variable Investment Income (solely to the extent more than 10% higher or lower than the business plan target)	\$ (393)

Result	\$ 3,424
Business Plan Operating Earnings	\$ 3,415
Operating Earnings less Excess or Shortfall of Variable Investment Income as a percentage of Business Plan Operating Earnings equals AVIP Operating Earnings Factor (may not exceed 150%)	100.0%(2)

*AVIP Return on Equity Factor*

Return on Equity	10.7%(1)
Less Business Plan Return on Equity	(9.7)%

Result	1.0%
AVIP Return on Equity Modifier (for each 0.1% by which the Return on Equity exceeds the Business Plan, 0.3% is added (may not exceed 15%))	3.0%

*Calculation of Total Amount Available for AVIP Awards*

Annual Operating Earnings Factor plus Annual Operating Return on Equity Modifier equals AVIP Performance Factor	103.0%
Total target-performance planning amount of all employees AVIP awards (the <b>AVIP Planning Target</b> )	\$ 331
Total amount available for all AVIP awards equals AVIP Performance Factor times AVIP Planning Target	\$ 341

(1) Excludes the impact of the Alico acquisition.

(2) Rounded to the nearest whole percent.

For more information on Operating Earnings and Return on Equity, see *Shared Financial Performance Goals* on page 50. For this purpose, *Variable Investment Income* means after-tax variable investment income available to common shareholders.

This formula avoids providing employees with an incentive to take excessive risk in several ways. Operating Earnings does not include investment gains or losses. In addition, the impact of after-tax variable investment income is limited to no more than a 10% variation from the Business Plan. As a result, the formula does not provide an incentive to take excessive risk in the Company's investment portfolio. Nor is the formula an unlimited function of revenues; rather, the formula caps the amount that can be generated for AVIP awards, and is a function of financial

measures that account for the Company's costs and liabilities.



**Performance Goals.** The Executive Group members' performance goals consisted of shared financial performance goals and individual performance goals, all of them aligned with the Company's performance objectives. The Compensation Committee considered the Company's financial results, and each Named Executive Officer's accomplishments, in determining the Named Executive Officers' 2010 AVIP Awards.

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*Shared Financial Performance Goals.* The Executive Group members' key shared financial performance goals for 2010 included Operating Earnings, Earnings Per Share, Return on Equity, and Book Value Per Share, as set forth in the Business Plan. Under the leadership of Mr. Henrikson and the Executive Group, the Company achieved the results in 2010 compared below to its 2010 Business Plan and its results for 2009:

	<b>2010</b>	<b>2010 Business Plan</b>	<b>2009</b>
Operating Earnings (\$ millions)	\$ 3,892	\$ 3,415	\$ 2,365
Earnings Per Share	\$ 4.38	\$ 4.12	\$ 2.87
Return on Equity	10.2%	9.7%	6.7%
Book Value Per Share	\$ 43.23	\$ 44.04	\$ 41.69

These performance measures are not calculated based on accounting principles generally accepted in the United States of America (**GAAP**). They should be read in conjunction with Appendix B to this Proxy Statement, which includes reconciliations to the most directly comparable GAAP measures, which are income (loss) from continuing operations, net of income tax (for **Operating Earnings**), net income (loss) available to common shareholders per diluted common share (for **Earnings Per Share**), return on the Company's common equity (for **Return on Equity**), and book value per actual common share (for **Book Value Per Share**).

*Individual Performance Goals.* In addition to their shared financial performance goals for 2010, each Named Executive Officer had individual performance goals.

Key individual goals for Mr. Henrikson included:

promoting long-term shareholder value, particularly through strategic international growth;

refining and implementing strategic growth and expense reduction initiatives;

maintaining and enhancing effective risk management;

developing leadership to assure executive succession consistent with sustained excellence; and

driving strategic communications and building relationships to increase associate engagement and bolster MetLife's thought leadership.

Under Mr. Henrikson's leadership, MetLife undertook a strategic assessment in 2010 which determined that international growth would be key to creating long-term shareholder value. As a result of MetLife's completion of the acquisition of Alico, 2011 Operating Earnings from International are expected to be more than double the goal, set before MetLife began to pursue the acquisition, of generating 20% of MetLife's Operating Earnings from international operations by 2012.

MetLife also established an Enterprise Strategy Management Group to translate strategic decisions into concrete actions. The Company's cumulative pre-tax annualized savings of \$700 million in 2010 exceeded its Operational

Excellence goal of \$600 million.

The Company strengthened its risk management infrastructure through the continued development of its Enterprise Risk Management organization, led by the Chief Risk Officer. Both regulators and credit rating agencies recognized MetLife's demonstrated success and effectiveness in avoiding losses incurred by some competitors.

Mr. Henrikson's ongoing focus on executive leadership development and succession planning has prepared MetLife for continued future success. In addition to preparing for CEO succession when he reaches his mandatory retirement date, Mr. Henrikson replaced the retiring General Counsel with an internal candidate and conducted a comprehensive assessment of the top fifty executives in senior management for the Board of Directors, emphasizing their readiness to take on greater leadership or the developmental opportunities they need to be prepared for greater responsibilities. Under Mr. Henrikson's leadership, the Company has also put action plans into place to improve talent management and create the conditions necessary to empower associates.

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Mr. Henrikson employed strategic communications with associates to promote common objectives and shared values. He also successfully communicated to external stakeholders about many issues that affect MetLife's business, enhancing MetLife's position in thought leadership. Mr. Henrikson served on the President's Export Council, which enabled him to reinforce with government leaders the importance of free trade in financial services. Mr. Henrikson also served as the Chairman of the American Council of Life Insurers which, along with his role as Chief Executive Officer of MetLife, provided an opportunity to bring his vast experience in the insurance industry and leadership of MetLife to bear on regulatory and legislative issues and initiatives such as financial services reform.

Mr. Wheeler's key individual goals included:

- leadership of the Alico acquisition and the financing necessary to pay for the acquisition;
- continued development and financial performance of MetLife Bank;
- maintenance of appropriate capital levels;
- leadership of operational excellence initiatives;
- continued strengthening of risk management;
- active management of initiatives to optimize capital usage and return on equity expansion;
- active engagement in public accounting developments; and
- enhanced career development for associates in the Financial Management Group.

Mr. Wheeler successfully led the Alico acquisition and obtained financing designed to optimize the enterprise capital structure, maintain credit ratings, and limit Share dilution. In addition, under Mr. Wheeler's leadership, MetLife Bank's financial performance exceeded its goals of \$1.112 billion in revenue, \$177 million in Operating Earnings and 19% Return on Equity, but did not meet its goal of a 74% efficiency ratio. The Company also maintained satisfactory credit ratings and satisfactory risk-based capital levels for its domestic insurance companies, and strengthened overall risk management through reserve financing and rollout of an enhanced

capital model and enhanced risk management processes. The Company's operational excellence initiatives exceeded its goals for pre-tax savings (before one-time costs) of \$639 million. The Financial Management Group business unit fell just short of its pre-tax savings (before one-time costs) goal of \$50 million. At the same time, Mr. Wheeler led the Company's active engagement in key accounting initiatives such as presentations to the International Accounting Standards Board (**IASB**) and IASB and Financial Accounting Standards Board (**FASB**) staff on convergence and participated in the FASB emerging issue task force consideration of deferred acquisition costs. Finally, Mr. Wheeler enhanced the career development of Financial Management Group associates through preparing his direct reports for advancement to additional responsibilities and successful integration of the Alico financial staff.

Mr. Toppeta's key individual goals included:

- the financial performance of the International business unit;

closing day Alico integration deliverables; and

design and implementation of new management structures for the combined International business unit.

Under Mr. Toppeta's leadership, the International business unit (excluding Alico) met or exceeded its financial plan goals for earnings (\$590 million) and return on equity (12.9%), and substantially met its goal for premiums, fees, and other revenues (\$5 billion), but did not meet its goal for sales (\$6.2 billion). International business grew in sales, premiums, fees, and other revenues, earnings, and return on equity over 2009. The Company accomplished the closing day Alico integration deliverables, making the closing a transparent event to customers, distributors, and associates. Mr. Toppeta also led the successful implementation of a new operating model and organization structure to ensure seamless continuity of operations and to achieve 2010 goals while preserving the pre-acquisition core strengths of both MetLife and Alico international operations. Mr. Toppeta established an International leadership team, balancing the talent, skill, and expertise of each prior

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organization, and implemented governance processes (including delegations of authority) to clarify roles and decision-making authority, with checks and balances for appropriate risk management. Finally, Mr. Toppeta established effective communication channels within the combined organization, with analysts, with customers, and with regulators.

Mr. Mullaney's key individual goals included:

- meeting the U.S. Business goals under the financial plan;
- development and deployment of the U.S. Business strategy;
- talent management and organizational effectiveness; and
- rationalizing distribution across diverse channels.

Under Mr. Mullaney's leadership, U.S. Business exceeded its financial plan goals for earnings (\$2.9 billion), return on equity (12.4%), and expense savings (\$167.7 million), but did not meet its goal for premiums, fees and other revenues (\$30.0 billion). Mr. Mullaney also led U.S. Business in rolling out its new, customer-centric business strategy, with both short-term deliverables and a long-term roadmap to achieve growth objectives and an integrated communication plan for both sales and non-sales associates. U.S. Business also conducted development reviews for all officer-level associates and succession planning for critical roles. Mr. Mullaney led the effort to begin the transformation of distribution across channels in U.S. Business by moving to lower-cost models while increasing sales agent productivity, developing a stronger value proposition to recruit and retain experienced sales agents, and performing a comprehensive review of the distribution system as a whole. This distribution system review identified the most profitable and attractive segments, the role of each channel in meeting future customer needs, and the operating model needed to optimize all channels.

U.S. Business also supported Global Brand and Marketing Services in creating the middle market direct marketing initiative, a platform which is expected to make direct marketing a more prominent part of future sales.

Mr. Kandarian's key individual goals included:

- effectively managing MetLife's investment portfolio to meet MetLife's investment plan in light of changing market conditions, producing net investment income without taking excessive risk;
- addressing the Company's asset-liability management needs;
- integrating the Alico investment portfolio into the overall enterprise portfolio;
- leading the effort to refresh the Company's strategy to meet future business challenges;
- designing and implementing an Alico brand integration strategy; and
- establishing new initiatives in branding and marketing.

Under Mr. Kandarian's leadership, MetLife exceeded its investment plan goal of \$16.45 billion in net investment income, and had net realized after-tax losses that were less than the plan goal of \$1 billion. Mr. Kandarian also maintained portfolio yields and lengthened the portfolio's duration as interest rates fell, repositioning the portfolio to return to long-term targets. At the same time, Mr. Kandarian successfully integrated Alico's investment portfolio into that of MetLife. Mr. Kandarian created and led the Enterprise Strategy Group to refresh corporate strategy and determine the financial metrics and priorities for that effort. The Company's Global Brand and Marketing Services formulated and executed the Alico integration brand strategy, launched a middle market initiative to acquire new customers through direct marketing and deployed new underwriting techniques to radically reduce the time from application to sale, and increased brand visibility.

Table of Contents**MetLife 2011 Proxy Statement****Stock-Based Long-Term Incentive Awards**

The Company awards Stock Options and Performance Shares and determines the amount of such awards as part of its Total Compensation program.

**Stock Options.** **Stock Options** are granted at an exercise price equal to the closing price of Shares on the date of grant. The ultimate value of Stock Options depends exclusively on increases in the price of Shares. One-third of each award of Stock Options vests on each of the first three anniversaries of the date of grant.

**Performance Shares.** **Performance Shares** are units that may become payable in Shares at the end of a three-year performance period, depending on specified Company performance relative to MetLife's competition over that time. For this purpose, MetLife's competition is defined as the Fortune 500 companies included in the Standard & Poor's Insurance Index (**Insurance Index Comparators**). The Insurance Index Comparators were chosen to measure MetLife's relative performance because insurance is the predominant portion of the Company's overall business mix. The final number of Performance Shares paid is determined by the Company's performance in total shareholder return and change in annual net Operating Earnings per share (as defined by the Company for each year) compared to the other Insurance Index Comparators. The amount paid can be as low as zero and as high as twice the number of Performance Shares granted. Beginning with awards made in 2009, if the Company does not produce a positive total shareholder return for the performance period, the number of Shares to be paid out, if any, will be reduced by 25%. For additional information about the Performance Share formula, see "Equity Incentive Plan Awards" on page 63.

The Performance Shares for the 2007-2009 performance period became payable during 2010. Based on MetLife's performance relative to the Insurance Index Comparators for that period, the Company paid 94% of each vested Performance Share award. For information about these payments, see the table entitled, "Option Exercises and Stock Vested in 2010" on page 67.

In 2010, Standard & Poor's added Berkshire Hathaway Inc. (**BHI**) to its insurance index. The Compensation Committee has excluded BHI from the Insurance Index Comparators beginning with Performance Share awards for the 2011-2013 performance period. Given the size of BHI, and the diversity of its business outside of insurance and financial services, the Committee determined that excluding BHI from the Insurance Index Comparators for future awards will maintain an appropriate peer comparison. Without this prospective change, BHI would comprise a disproportionate part of the Insurance Index Comparators, representing over 40% of the total market capitalization of the Insurance Index Comparators as of October 21, 2010.

**Vesting, Tax, and Accounting.** Performance Shares and Stock Options are normally forfeited if the executive leaves the Company voluntarily before the end of the applicable performance period or vesting period and is not Retirement Eligible or Bridge Eligible. An employee is considered **Retirement Eligible** when the employee meets any one of the age and service combinations defined in the Metropolitan Life Retirement Plan for the United States Employees (the **Retirement Plan**) to begin payout of certain benefits immediately upon separation from service. See "Pension Program" beginning on page 54 for more information about the Retirement Plan. Employees who are **Bridge Eligible** are considered eligible for post-retirement medical benefits despite not being Retirement Eligible.

The Company has designed Performance Shares and Stock Options to meet the requirements for the performance-based compensation exemption from Section 162(m) limits. As designed, these awards also qualify as equity-classified instruments whose fair value for determining compensation expense under current accounting rules is



fixed on the date of grant. This allows the Company to provide stock-based incentive opportunities while limiting the volatility of the related accounting cost of such compensation. For information about the specific grants of Stock Options and Performance Shares to the Named Executive Officers in 2010, see the table entitled Grants of Plan-Based Awards in 2010 on page 63.

**Table of Contents****MetLife 2011 Proxy Statement****Performance-Based Compensation Recoupment Policy**

The Company's performance-based compensation recoupment policy applies to all officers and officer-equivalent employees of the Company and its affiliates and subsidiaries. The policy provides that the Company (and its affiliates or subsidiaries) will seek the recovery of performance-based compensation purportedly earned by or paid to such an employee where the compensation was based on Company financial results that were subsequently restated due to the employee's fraudulent or other wrongful conduct, and the restated financial results would have resulted in lower or no compensation. The policy reinforces the Company's intent to seek recovery of performance-based compensation under such circumstances.

**Equity Award Timing Practices**

The Committee grants Stock Options and Performance Shares to the Executive Group members at its regularly scheduled meeting in February of each year. The amount of the grants are made with consideration of the Total Compensation for each Executive Group member, including AVIP awards and any base salary increases. The exercise price of these Stock Options is the closing price of a Share on the day the Stock Options are granted. The Company has never granted, and has no plans to grant, any stock-based awards to current or new employees in coordination with the release of non-public information about the Company or any other company. The Chief Executive Officer does not have any authority to grant stock-based awards of any kind to any Executive Group members, the Chief Accounting Officer, the Chief Risk Officer, or Directors of the Company.

**Stock Ownership**

To further promote alignment of management's interests with shareholders, the Company has established minimum Share ownership guidelines for officers at the Senior Vice-President level and above, including the Executive Group members. Each is expected to own Shares in an amount that is equal to a percentage or multiple of annual base salary rate depending on position.

Employees may count toward these guidelines the value of Shares they or their immediate family members own directly or in trust. They may also count Shares held in the Company's savings and investment program, Shares deferred under the Company's nonqualified deferred compensation program and deferred cash compensation or auxiliary benefits measured in Share value.

Each employee subject to the guidelines is expected to retain the net Shares acquired through the exercise of Stock Options or from long-term stock-based incentive plan award payments until the employee meets the guidelines. The Company's policy prohibits all employees, including the Executive Group members, from engaging in short sales, hedging, and trading in put and call options, with respect to the Company's securities.

The Share ownership of the active Named Executive Officers, rounded to the nearest whole multiple of their respective annual base salary rates, is reported below as of December 31, 2010:

<b>Name</b>	<b>Ownership</b>	<b>Guideline</b>
C. Robert Henrikson	13	7

William J. Wheeler	7	4
William J. Toppeta	9	4
William J. Mullaney	4	4
Steven A. Kandarian	2	4

Mr. Kandarian has retained all net Shares acquired through stock-based compensation awards from the beginning of his employment through the end of 2010. During 2010, Mr. Kandarian increased his ownership by over 72%, on a multiple of base salary rate basis.

**Retirement and Other Benefits**

MetLife recognizes the importance of providing comprehensive, cost-effective employee benefits to attract, retain and motivate talented associates. The Company reviews its benefits program from time to time and makes adjustments to the design of the program to meet these objectives and to remain competitive with other employers.

**Pension Program.** The Company sponsors a pension program in which all eligible U.S. employees, including the Executive Group members, participate after one year of service. The program includes the Retirement Plan and

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the MetLife Auxiliary Pension Plan (**Auxiliary Pension Plan**), an unfunded nonqualified plan.

The program rewards employees for the length of their service and, indirectly, for their job performance, because the amount of benefits increases with the length of employees' service with the Company and the salary and annual incentive awards they earn. Benefits under the Company's pension program are determined under two separate benefit formulas. For any given period of time, an employee's benefit is determined under one or the other formula. In no event do benefits accrue for the same period under both formulas. The **Traditional Formula** is based on length of service and final average compensation. The **Personal Retirement Account Formula** is based on monthly contributions for each employee based on the employee's compensation, plus interest.

The Auxiliary Pension Plan does not provide any pension benefits for any Executive Group members, other than those that would apply under the (qualified) Retirement Plan if U.S. tax limits on accruals did not apply. The same final average compensation formula is used for Traditional Formula pension benefits in both plans, for benefits accrued in 2010 and later.

For additional information about pension benefits for the Named Executive Officers, see the table entitled "Pension Benefits" on page 68.

**Savings and Investment Program.** The Company sponsors a savings and investment program for U.S. employees in which each Executive Group member is eligible to participate. The program includes the Savings and Investment Plan for Employees of Metropolitan Life and Participating Affiliates (**Savings and Investment Plan**), a tax-qualified defined contribution plan under Internal Revenue Code Section 401(k), and the Metropolitan Life Auxiliary Savings and Investment Plan (**Auxiliary Savings and Investment Plan**), an unfunded nonqualified deferred compensation plan.

Employee contributions to the Savings and Investment Plan may be made on a before-tax 401(k), Roth 401(k) or after-tax basis. The Company also provides a matching contribution to employees after one year of service in order to encourage and reward such savings. The Auxiliary Savings and Investment Plan provides additional

Company contributions to employees who elect to contribute to the Savings and Investment Plan and who have compensation beyond Internal Revenue Code limits. Company contributions for the Named Executive Officers are included in the "All Other Compensation" column of the Summary Compensation Table on page 57. Because the Auxiliary Savings and Investment Plan is a nonqualified deferred compensation plan, the Company's contributions to the Named Executive Officers' accounts, and the Named Executive Officers' accumulated account balances and any payouts made during 2010, are reported in the table entitled "Nonqualified Deferred Compensation" on page 71.

**Nonqualified Deferred Compensation.** The Company sponsors a nonqualified deferred compensation program for officer-level employees, including the Executive Group members. Participants may choose from a range of simulated investments, according to which the value of their deferrals may go up or down. See the table entitled "Nonqualified Deferred Compensation" on page 71 for amounts of nonqualified deferred compensation reported for the Named Executive Officers.

Employees choose in advance the amount they want to defer, the date on which payment of their deferred compensation will begin and whether they want to receive payment in a lump sum or in up to 15 annual payments. If the employee becomes Retirement Eligible or Bridge Eligible, the employee's choice of form and timing of payment

are honored. Otherwise, the Company generally pays out the employee's deferred compensation in a single lump sum after the end of the employee's service. The continued deferral of income taxation and pre-tax simulated investment earnings through the employee's chosen payment dates encourage employees to remain with the Company.

**Perquisites**

The Company provides its Executive Group members with limited perquisites.

The Company leases an aircraft for purposes of efficient business travel by the Company's executives. While the Chief Executive Officer may occasionally use the Company's aircraft for personal travel, Company policy does not require

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### **MetLife 2011 Proxy Statement**

him to use the Company's aircraft for all personal and business travel. To maximize the accessibility of Executive Group members, the Company makes leased vehicles and drivers and outside car services available to them for commuting and personal use.

For recordkeeping and administrative convenience of the Company, the Company also pays certain other costs, such as those for travel and meals for family members accompanying Executive Group members on business functions.

The incremental cost of perquisites provided to the Named Executive Officers during 2010 is included in the "All Other Compensation" column of the Summary Compensation Table on page 57.

### **Severance Pay and Related Benefits**

If an Executive Group member's employment with the Company ends involuntarily due to job elimination or, in limited circumstances, due to performance, he or she may be eligible for the severance program available to substantially all salaried employees. The program provides employees with severance pay, outplacement services and other benefits. Employees terminated for cause, as defined under the program, are not eligible.

The amount of severance pay reflects the employee's salary grade, base salary rate and length of service, with longer-service employees receiving greater payments and benefits than shorter-service employees given the same salary grade and base salary. Employees who are not Retirement Eligible or Bridge Eligible and who receive severance pay also receive a prorata cash payment in consideration of their unvested Performance Shares and Restricted Stock Units. The Company also may enter into severance agreements that can differ from the general terms of the program, where business circumstances warrant.

### **Change-in-Control Arrangements**

The Company has adopted arrangements that would impact the Executive Group members' compensation and benefits upon a change-in-control of MetLife. None of the Executive Group members is entitled to any excise tax gross-up either on severance pay or on

any other benefits payable in connection with a change-in-control of the Company.

**Executive Severance Plan.** The Company established the MetLife Executive Severance Plan (**Executive Severance Plan**) in 2007 to replace individual change-in-control agreements. The Compensation Committee determined the terms of the plan on an overall program basis in light of its judgment of what is appropriate in order to maximize shareholder value should a change-in-control occur. The terms apply in the same manner to each Executive Group member. An Executive Group member who receives benefits under the Executive Severance Plan would not be eligible to receive severance pay under the Company's severance plan that is available to substantially all salaried employees.

The Executive Severance Plan does not provide for any payments or benefits based solely on a change-in-control of MetLife. Rather, as described beginning on page 77 under "Termination with Severance Pay (Change-in-Control)", the executive's employment must also terminate under certain circumstances in order for the executive to receive severance pay and related benefits.

***Additional Change-in-Control Arrangements.*** The Company's Stock Option, Performance Share, and Restricted Stock Unit agreements also include change-in-control arrangements. Under these arrangements, MetLife or its successor may substitute an alternative award of equivalent value and vesting provisions no less favorable than the award being replaced. Unless such substitution occurs, the awards vest immediately upon a change-in-control.

For additional information about change-in-control arrangements, including the Company's definition of change-in-control for these purposes, see "Potential Payments Upon Termination or Change-in-Control" beginning on page 75. The Company determined the elements of its definition of change-in-control in light of the impact that a change in Board membership, a sale of substantially all assets, or the acquisition of a controlling interest in the Company by a single shareholder or group of shareholders would have on the Company.

**Table of Contents****MetLife 2011 Proxy Statement****Summary Compensation Table**

The amounts reported in the table below for 2010 include elements in addition to compensation paid to the Named Executive Officers in 2010. The table includes items such as salary and cash incentive compensation that have been earned and paid (or earned and deferred), as well as the grant date fair value of Performance Shares and Stock Options granted in 2010. The Performance Shares and Stock Options may never become payable or may ultimately have a value that differs substantially from the values reported in this table. The table also includes for 2010 changes in the value of pension benefits from prior year-end to year-end 2010, which will become payable only after the Named Executive Officer ends his or her employment. In addition, the amounts in the Total column do not represent Total Compensation as defined for purposes of the Company's compensation structure and philosophy, and include elements that do not relate to 2010 performance. For additional information, see Compensation Discussion and Analysis beginning on page 41. The items and amounts reported in the table below for 2009 and 2008 bear a similar relationship to performance and amounts paid or payable in those years.

Mr. Mullaney was not a Named Executive Officer in the Company's 2008 Proxy Statement. Accordingly, only his compensation with respect to 2010 and 2009 is reported.

Named Principal	Year	Salary (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred	All Other Compensation (\$)	Total
						Compensation Earnings (\$)		
Henrikson, of the Board, and Executive Officer	2010	\$ 1,000,000	\$ 3,933,280	\$ 4,088,000	\$ 4,500,000	\$ 0(1)	\$ 346,574	\$ 13,000,000
	2009	\$ 1,000,000	\$ 2,898,000	\$ 2,301,600	\$ 3,500,000	\$ 1,620,255	\$ 280,483	\$ 11,000,000
	2008	\$ 1,000,000	\$ 4,056,500	\$ 3,723,300	\$ 3,250,000	\$ 10,043,542	\$ 404,129	\$ 22,000,000
Wheeler, Vice President Financial Officer	2010	\$ 627,083	\$ 902,720	\$ 940,800	\$ 2,000,000	\$ 337,606	\$ 95,291	\$ 4,000,000
	2009	\$ 608,333	\$ 1,987,200	\$ 1,645,800	\$ 1,300,000	\$ 277,488	\$ 102,156	\$ 5,000,000
	2008	\$ 568,750	\$ 898,255	\$ 824,445	\$ 1,200,000	\$ 216,945	\$ 109,647	\$ 3,000,000
Toppeta, International	2010	\$ 646,667	\$ 870,480	\$ 784,000	\$ 1,700,000	\$ 630,517	\$ 91,907	\$ 4,000,000
	2009	\$ 630,000	\$ 621,000	\$ 493,200	\$ 900,000	\$ 1,051,447	\$ 86,671	\$ 3,000,000
	2008	\$ 625,000	\$ 811,300	\$ 735,795	\$ 800,000	\$ 1,760,357	\$ 105,587	\$ 4,000,000
Mullaney, U.S. Business	2010	\$ 610,417	\$ 870,480	\$ 896,000	\$ 1,500,000	\$ 738,081	\$ 76,576	\$ 4,000,000
	2009	\$ 562,500	\$ 621,000	\$ 411,000	\$ 1,000,000	\$ 875,838	\$ 76,651	\$ 3,000,000
Kandarian, Vice President	2010	\$ 625,000	\$ 870,480	\$ 896,000	\$ 1,500,000	\$ 197,136	\$ 69,000	\$ 4,000,000
	2009	\$ 583,333	\$ 1,987,200	\$ 1,519,200	\$ 1,100,000	\$ 173,487	\$ 77,100	\$ 5,000,000
Investment Officer	2008	\$ 531,250	\$ 840,275	\$ 771,255	\$ 1,000,000	\$ 213,112	\$ 93,297	\$ 3,000,000



- (1) The present value of accumulated pension benefits for Mr. Henrikson declined by \$321,382 in 2010. See Change in Pension Value and Nonqualified Deferred Compensation Earnings in the narrative discussion below.

**Table of Contents****MetLife 2011 Proxy Statement****Salary**

The amount reported in the Salary column for 2010 represents the amount of base salary earned by each Named Executive Officer in 2010.

For 2010, the relationship of each Named Executive Officer's base salary payments to the amount in the Total column, rounded to the nearest whole number, is:

<b>Executive</b>	<b>Base Salary Payments as a Percentage of Total Column</b>
C. Robert Henrikson	7%
William J. Wheeler	13%
William J. Toppeta	14%
William J. Mullaney	13%
Steven A. Kandarian	15%

**Stock Awards**

These awards were made pursuant to the Stock and Incentive Plan. No monetary consideration was paid by a Named Executive Officer for any Performance Shares. No dividends or dividend equivalents are earned on Performance Shares. For a description of the effect on the awards of a termination of employment or change-in-control of MetLife, see "Potential Payments Upon Termination or Change-in-Control" beginning on page 75.

**2010 Awards.** On February 23, 2010, the Compensation Committee awarded each Named Executive Officer Performance Shares, payable in Shares after the end of the three-year performance period from January 1, 2010 to December 31, 2012. Shares are payable to eligible award recipients following the completion of the performance period.

In order for Performance Shares for the 2010-2012 performance period to be payable, the Company must generate either (1) positive income from continuing operations before provision for income tax, excluding net investment gains (losses) (defined in accordance with Section 3(a) of Article 7.04 of SEC Regulation S-X) either for the

third year of the performance period or for the performance period as a whole, or (2) positive total shareholder return (TSR) either for the third year of the performance period or for the performance period as a whole.

If any of the above income or TSR goals are met, the number of Shares payable at the end of the performance period is calculated by multiplying the number of Performance Shares by a performance factor (from 0% to 200%). The performance factor is determined by reference to the Company's performance relative to the Insurance Index Comparators. Such performance is measured on the basis of TSR and change in annual net Operating Earnings available to common shareholders per share (**Operating EPS**).

The Company's Operating EPS is measured year over year for each year of the performance period, as compared to the other companies in the Insurance Index Comparators (other than companies which adopt International Financial

Reporting Standards before the Company does). For each year, Operating EPS will be defined in the Company's Quarterly Financial Supplement for the fourth quarter of the prior year. The results for each of the three years of the performance period are averaged.

The Company's TSR is compared to the composite return of the Insurance Index Comparators during the performance period. TSR will be determined using the change (plus or minus) from the initial closing price of a Share to the final closing price of a Share, plus reinvested dividends, for the performance period, divided by the initial closing price of a Share. For this purpose, the initial closing price is the average of the closing prices for the 20 trading days before the performance period, and the final closing price is the average of the closing prices for the 20 trading days prior to and including the final trading day of the performance period.

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The following are some significant performance percentiles and their corresponding performance factors:

<b>MetLife TSR minus Insurance Index Comparators TSR equals:</b>	<b>TSR Performance Factor</b>
30% or above	100%
0%	50%
-25%	25%
-26% or less	0%

<b>MetLife Rank as a Percentile of Insurance Index Comparators</b>	<b>Operating EPS Performance Factor</b>
75th or Above	100%
median	50%
25th	25%
below 25th	0%

Each of the two performance elements (TSR and Operating EPS) is weighted equally and added together to produce a total performance factor. If, however, the Company's TSR for the performance period is zero percent or less, the total performance factor will be multiplied by 0.75 to produce the total performance factor.

For a further discussion of the performance goals applicable to the Performance Share awards in 2010, see Compensation Discussion and Analysis beginning on page 41.

**2009 and 2008 Awards.** The method for determining the performance factor for the Performance Share awards made to the Named Executive Officers in 2009 and 2008 will depend on the Company's change in annual Operating EPS and TSR during the three-year performance period, as defined for each award. In order for Performance Shares awarded in 2009 to be payable, the Company must generate positive net income available to common shareholders for either the third year of the performance period or for the performance period as a whole. For a description of the material terms and conditions of the 2009 and 2008 awards, see the table entitled, "Grants of Plan-Based Awards" in the applicable Company Proxy Statement.

**Method for Determining Amounts Reported.** The amounts reported in this column were calculated by multiplying the number of Performance Shares by a grant date fair value per share of \$32.24 for 2010, \$20.70 for 2009, and \$57.95 for 2008. Those

amounts represent the aggregate grant date fair value of the Performance Shares awarded in each year under FAS 718 consistent with the estimate of aggregate compensation cost to be recognized over the service period. The amounts are based on target performance, which is a total performance factor of 100%. This is the probable outcome of the performance conditions to which Performance Share awards are subject, determined under FAS 718. The grant date fair values of the Performance Share awards assuming the highest level of performance conditions would be double the amounts reported in this column, as the same grant date fair value per share would be used but the total

performance factor used would be 200%.

For a description of the assumptions made in determining the expenses, see Notes 1 and 18 in the Notes to Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the applicable year. In determining these expenses, it was assumed that each Named Executive Officer would satisfy any service requirements for vesting or payment of the award. As a result, while a discount for the possibility of forfeiture of the award was applied to determine the expenses of these awards as reported in the Company's Annual Reports on Form 10-K, no such discount was applied in determining the expenses reported in this column. In each case, the grant date of the awards was the date that the Compensation Committee approved the awards.

The amounts reported in this column for 2008 differ from the amounts reported in the Company's 2009 Proxy Statement. The amounts reported in that Proxy Statement represented the Company's accounting expense in 2008 for all outstanding Share awards. The method for determining the amounts reported in this column in this Proxy Statement reflects revised SEC rules effective on the date of this Proxy Statement.

### **Option Awards**

Each of these awards was made pursuant to the Stock and Incentive Plan. No monetary consideration was paid by a Named Executive Officer for the award of any Stock Option. For a description of the effect on the awards of a termination of employment or change-in-control of MetLife, see Potential Payments Upon

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**MetLife 2011 Proxy Statement**

Termination or Change-in-Control beginning on page 75.

**2009, 2008, and 2007 Awards.** On February 23, 2010, the Compensation Committee awarded each Named Executive Officer Stock Options at a per Share exercise price equal to the closing price of a Share on that date (\$34.84). In the case of the Stock Options awarded in 2009 and 2008, the exercise price was also equal to the closing price of Shares on the grant date (\$23.30 and \$60.51, respectively), which was the date that the Compensation Committee acted to award the Stock Options.

The Stock Options will normally become exercisable at the rate of one-third of each grant on each of the first three anniversaries of that grant date, and expire on the day before the tenth anniversary of that grant date (except for the special grants of 130,000 Stock Options to Mr. Wheeler and 120,000 Stock Options to Mr. Kandarian made in 2009, which will normally become exercisable on the third anniversary of their grant date, and which were discussed in further detail in the Company's 2010 Proxy Statement).

**Method for Determining Amounts Reported.** The amounts reported in this column were calculated by multiplying the number of Stock Options by a grant date fair value per share of \$11.20 for 2010, \$8.22 for 2009 (except for the special grants to Mr. Wheeler and Mr. Kandarian, which had a grant date fair value per share of \$8.55, and which were discussed in further detail in the Company's 2010 Proxy Statement), and \$17.73 for 2008. Those amounts represent the aggregate grant date fair value of the Stock Options awarded in each year under FAS 718, consistent with the estimate of aggregate compensation cost to be recognized over the service period.

For a description of the assumptions made in determining the expenses, see Notes 1 and 18 in the Notes to Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the applicable year. In determining these expenses, it was assumed that each Named Executive Officer would satisfy any service requirements for vesting or payment of the award. As a result, while a discount for the possibility of forfeiture of the award was applied to determine the expenses of these awards as reported in the Company's Annual Reports on Form 10-K, no such discount was

applied in determining the expenses reported in this column. In each case, the grant date of the awards was the date that the Compensation Committee approved the awards.

The amounts reported in this column for 2008 differ from the amounts reported in the Company's 2009 and Proxy Statement. The amounts reported in those Proxy Statements represented the Company's accounting expense in 2008 for all outstanding Stock Options. The method for determining the amounts reported in this column in this Proxy Statement reflects revised SEC rules effective on the date of this Proxy Statement.

**Non-Equity Incentive Plan Compensation**

The amounts reported in the Non-Equity Incentive Plan Compensation column for 2010 are the 2010 AVIP Awards made in February 2011 by the Compensation Committee to each of the Named Executive Officers, which are based on 2010 performance. The awards are payable in cash by March 15, 2011. The factors considered and analyzed by the Compensation Committee in determining the awards are discussed in the Compensation Discussion and Analysis. For a description of the maximum award formula that applied to the awards for tax deductibility purposes, see the table entitled "Grants of Plan-Based Awards in 2010" on page 63.

**Change in Pension Value and Nonqualified Deferred Compensation Earnings**

The amounts reported in the Change in Pension Value and Nonqualified Deferred Compensation Earnings column for 2010 represent the aggregate increase during 2010 in the present value of accumulated pension benefits for each of the Named Executive Officers, except for Mr. Henrikson. These increases reflect additional service in 2010, any increase in base salary compensation rate in 2010, and annual incentive awards payable in March 2010 for services in 2009.

Mr. Henrikson and the other Named Executive Officers participate in the same retirement program that applies to other employees. For all employees in the Traditional Formula for their entire career who reach full benefit status (as Mr. Henrikson did in 2009), the program, when combined with social security benefits, generally replaces 60% of final average cash compensation upon retirement. For Mr. Henrikson, the increases

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in 2009 and 2008 were the result of the application of the same Traditional Formula rules for determining benefits that apply to other eligible senior officers.

In early 2009, at Mr. Henrikson's recommendation, the Auxiliary Pension Plan was amended to cap the final average compensation of each participant, including each Executive Group member, at \$4.6 million. The purpose and effect of this change on Mr. Henrikson's benefit is to reduce expected future pension accruals, thus limiting future increases in his benefit.

The present value of accumulated pension benefits for Mr. Henrikson declined by \$321,382 in 2010. As of January 1, 2010 Mr. Henrikson had passed the earliest date he could retire with full pension benefits (age 62 with at least 20 years of service). Since Mr. Henrikson did not retire and begin receiving his benefits on that date, he effectively lost the value of the benefit payments he would have received in 2010 had he retired. Under the Traditional Formula, the benefit accrual for 2010 service for employees, such as Mr. Henrikson, who had at least 35 years of service, was limited to 0.5% of final average compensation, or less than one-

third of the accrual for annual service during the first 35 years of service. In addition, as a result of the amendment to the Auxiliary Pension Plan limiting final average compensation to \$4.6 million, Mr. Henrikson's final average compensation did not increase during 2010. As a result, the value of the benefit payments foregone by Mr. Henrikson in 2010 far exceeds the value of the limited amount of his additional accrual for 2010 service and the impact of a change to the discount rate used to calculate the present value of qualified benefits.

For a description of pension benefits, including the formula for determining benefits, see the table entitled "Pension Benefits" on page 68.

The Named Executive Officers' earnings on their nonqualified deferred compensation in 2010 were not above-market or preferential. As a result, earnings credited on their nonqualified deferred compensation are not required to be, nor are they, reflected in this column. For a description of the Company's nonqualified deferred compensation plans and the simulated investments used to determine earnings, see the table entitled "Nonqualified Deferred Compensation" on page 71.

**All Other Compensation**

The amounts reported in this column for 2010 include all other items of compensation:

<b>Executive</b>	<b>Company Savings and Investment Program Contributions</b>	<b>Life Insurance Above Standard Formula</b>	<b>Perquisites and Other Personal Benefits</b>	<b>Total</b>
C. Robert Henrikson	\$ 180,000	\$ 0	\$ 166,574	\$ 346,574
William J. Wheeler	\$ 77,083	\$ 2,751	\$ 15,457	\$ 95,291



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William J. Toppeta	\$ 61,867	\$ 0	\$ 30,040	\$ 91,907
William J. Mullaney	\$ 64,417	\$ 0	\$ 12,159	\$ 76,576
Steven A. Kandarian	\$ 69,000	\$ 0	(1)	\$ 69,000

(1) For Mr. Kandarian, the aggregate amount of perquisites and other personal benefits provided to him by the Company in 2010 was less than \$10,000.

**Company Savings and Investment Program Contributions.** The Company makes matching contributions to the Savings and Investment Plan, which is a tax-qualified 401(k) plan. In 2010, it made \$9,800 in matching contributions for each Named Executive Officer. It also makes contributions to the Auxiliary Savings and Investment Plan due to Internal Revenue Code limits on the amount of compensation that is eligible for contributions to the Savings and

Investment Plan. The amount of Company contributions for each Named Executive Officer, other than those made to the Savings and Investment Plan, is also reflected in the Registrant Contributions in Last FY column of the Nonqualified Deferred Compensation table on page 71.

**Life Insurance Coverage Above Standard Formula.** In 2003, the Company discontinued its split-dollar life insurance programs in which a small group of

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senior officers and some other employees and agents participated. Former participants in those programs were given the opportunity to continue to receive group life insurance coverage at the levels that were provided under the program. The amounts shown in the table above reflect the additional cost to the Company in 2010 to provide group life insurance coverage at those former levels over and above the cost for the standard group life coverage.

***Perquisites and Other Personal Benefits.*** The Company's aggregate incremental cost to provide perquisites or other personal benefits to each Named Executive Officer in 2010 (other than for Mr. Kandarian) is included in the "All Other Compensation" column for 2010. Goods or services provided to the Named Executive Officers are perquisites or personal benefits only if they confer a personal benefit on the executive. However, goods or services that are directly and integrally related to the executive's job duties, or are offered generally to all employees, or for which the executive fully reimbursed the Company are not perquisites or personal benefits. Each type of perquisite or other personal benefit is discussed below.

***Personal Car Service.*** These amounts include the cost paid by the Company for car service provided by vendors for personal travel. Where the Company used its own vehicles, the cost of tolls, fuel, and driver overtime compensation is included.

***Personal Aircraft Use.*** These amounts include the variable costs for personal use of aircraft that were charged to the Company by the vendor that operates the Company's leased aircraft for trip-related crew hotels and meals, landing and ground handling fees, hangar and parking costs, in-flight catering and telephone usage, and similar items. Fuel costs were calculated based on average fuel cost per flight hour for each hour of personal use. Because the aircraft is leased primarily for business use, fixed costs such as lease payments are not included in these amounts. The incremental cost of personal aircraft use by Mr. Henrikson during 2010 was \$141,810. As of early 2009, the Company no longer required the Chief Executive Officer to use the Company's aircraft for all personal and business travel.

***Personal Conference, Travel and Other.*** These amounts include the costs incurred by the Company for personal items for the Named Executive Officer at a Company business conference or meeting and for personal guests of the Named Executive Officer at such events. Costs paid for a Company-sponsored holiday event and to a vendor to make personal travel reservations for the Named Executive Officers or their family members are also included.

**Table of Contents****MetLife 2011 Proxy Statement****Grants of Plan-Based Awards in 2010**

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards Maximum (\$)	Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards
			Threshold (#)	Target (#)	Maximum (#)			
Robert Henrikson	February 23, 2010	\$ 10,000,000						
	February 23, 2010		22,875	122,000	244,000			\$ 3,933,280
	February 23, 2010					365,000	\$ 34.84	\$ 4,088,000
William J. Wheeler	February 23, 2010	\$ 10,000,000						
	February 23, 2010		5,250	28,000	56,000			\$ 902,720
	February 23, 2010					84,000	\$ 34.84	\$ 940,800
William J. Toppeta	February 23, 2010	\$ 10,000,000						
	February 23, 2010		5,063	27,000	54,000			\$ 870,480
	February 23, 2010					70,000	\$ 34.84	\$ 784,000
William J. Mullaney	February 23, 2010	\$ 10,000,000						
	February 23, 2010		5,063	27,000	54,000			\$ 870,480
	February 23, 2010					80,000	\$ 34.84	\$ 896,000
Steven A. Kandarian	February 23, 2010	\$ 10,000,000						
	February 23, 2010		5,063	27,000	54,000			\$ 870,000
	February 23, 2010					80,000	\$ 34.84	\$ 896,000

**Non-Equity Incentive Plan Awards**

In February, 2010, the Compensation Committee made each Named Executive Officer eligible for an AVIP award for 2010 performance of up to \$10 million, if the Company attained either of two performance goals in 2010. Those goals were (1) positive income from continuing operations before provision for income tax, excluding net investment gains (losses) (defined in accordance with Section 3(a) of Article 7.04 of SEC Regulation S-X), or (2) positive TSR. These goals were established for the purpose of exempting AVIP awards to four of the Company's most highly-compensated executives for 2010 from the limits on tax deductibility under Section 162(m). This limit is labeled "maximum" in this table. No amounts were established as minimum or target awards.

The factors and analysis of results considered by the Compensation Committee in determining the 2010 AVIP awards are discussed in the Compensation Discussion and Analysis.

**Equity Incentive Plan Awards**

For a description of the material terms and conditions of these awards, see the Summary Compensation

Table on page 57. If the Company's TSR and Operating EPS performance results in a total performance factor of 25%, and the Company's TSR for the performance period is zero percent or less, the total performance factor will be 18.75% and each Named Executive Officer would receive the number of Performance Shares reflected in the Threshold column of this table for that officer. If the Company's performance results in a total performance factor of 100%, the Named Executive Officer would receive the number of Performance Shares reflected in the Target column of the table. If the Company's performance results in a total performance factor of 200%, the Named Executive Officer would receive the number of Performance Shares reflected in the Maximum column of the table.

#### **All Other Option Awards**

For a description of the material terms and conditions of these awards, see the Summary Compensation Table on page 57.

#### **Grant Date Fair Value of Stock and Option Awards**

For a description of the method used to determine the amounts reported in this column, see the Summary Compensation Table on page 57.

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**Outstanding Equity Awards at 2010 Fiscal Year-End**

This table presents information about outstanding Stock Options that were granted to the Named Executive Officers from 2001 through 2010. The Stock Options were outstanding because they had not been exercised or forfeited as of December 31, 2010. This table also presents information about outstanding Performance Shares granted to the Named Executive Officers. The Performance Shares were outstanding because they had not vested or become payable as of December 31, 2010 (except for the Performance Shares for the performance period of January 1, 2008 to December 31, 2010, which vested on December 31, 2010, but for which the amounts payable are not yet known). The Stock Options and Performance Shares reported in this table include awards granted in 2010, which are also reported in the Summary Compensation Table on page 57 and the table entitled Grants of Plan-Based Awards in 2010 on page 63.

		<b>Stock Awards</b>	
		<b>Equity Incentive Plan Awards: Number of Unearned</b>	<b>Equity Incentive Plan Awards: Market or Payout Value</b>
<b>Number of</b>	<b>Option Awards(1) Number of</b>		