

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
|--|-----------|
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person* <u>Rosenthal John</u> (Last) (First) (Middle) 334 MADISON AVENUE (Street) MORRISTOWN NJ 07960 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Brighthouse Financial, Inc. [BHF]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP & Chief Investment Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 03/01/2020 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/01/2020 | | M | | 6,049 | A | (I) | 39,965 | D | |
| Common Stock | 03/01/2020 | | F | | 2,079 | D | \$35.84 | 37,886 | D | |

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Restricted Stock Units | (I) | 03/01/2020 | | M | | | 2,285 | (2) | (2) | Common Stock | 2,285 | \$0.00 | 2,286 | D | |
| Restricted Stock Units | (I) | 03/01/2020 | | M | | | 3,764 | (3) | (3) | Common Stock | 3,764 | \$0.00 | 7,526 | D | |
| Restricted Stock Units | (I) | 03/01/2020 | | A | | | 15,345 | (4) | (4) | Common Stock | 15,345 | \$0.00 | 15,345 | D | |

Explanation of Responses:

- Each Restricted Stock Unit ("RSU") represents the contingent right to receive one share of Brighthouse Financial, Inc. common stock.
- RSUs awarded in 2018 vest in three substantially equal installments on the first business day in March 2019, 2020 and 2021.
- RSUs awarded in 2019 vest in three substantially equal installments on the first business day in March 2020, 2021 and 2022.
- RSUs awarded in 2020 vest in three substantially equal installments on the first business day in March 2021, 2022 and 2023.

Remarks:

/s/ Jacob M. Jenkelowitz,
Attorney-in-Fact, on behalf of 03/03/2020
John L. Rosenthal

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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