SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Addres		uer Name and Ticke g <u>hthouse Fina</u>					ationship of Reportir k all applicable) Director Officer (give title	10% 0				
(Last) 11225 NORTH ((First) COMMUNITY H	(Middle) OUSE ROA	03/0	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2022						below) EVP,Chief Dis	below)
, (Street)		4. If A	Amendment, Date of	Origina	l Filed	(Month/Day/Ye	6. Indi Line)	6. Individual or Joint/Group Filing (Check Applicable Line)				
CHARLOTTE	NC	28277						X	Form filed by One Reporting Person			
(City)	(State)	(Zip)								Form filed by Mo Person	re than One Rep	orting
	Т	able I - No	n-Derivative	Securities Acq	uired	, Dis	posed of, o	or Ben	eficially	Owned		
Date			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)	Instr.	4. Securities A Disposed Of (I			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

							Reported		(Inctr /I)
		Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	03/01/2022	М		10,138(1)	A	(2)	39,522	D	
Common Stock	03/01/2022	F		4,972	D	\$48.06	34,550	D	
Common Stock	03/01/2022	Α		14 , 427 ⁽³⁾	A	\$48.06	48,977	D	
Common Stock	03/01/2022	F		7,105	D	\$48.06	41,872	D	
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code 8)		Deriva Securi	ities red (A) posed (Instr.	6. Date Exerc Expiration D (Month/Day/	ate	d 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	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	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Restricted Stock Units	(2)	03/01/2022		м			3,143	(4)	(4)	Common Stock	3,143	\$0.00	0	D	
Restricted Stock Units	(2)	03/01/2022		м			3,743	(5)	(5)	Common Stock	3,743	\$0.00	3,743	D	
Restricted Stock Units	(2)	03/01/2022		м			3,252	(6)	(6)	Common Stock	3,252	\$0.00	6,503	D	
Restricted Stock Units	(2)	03/01/2022		A		9,987		(7)	(7)	Common Stock	9,987	\$0.00	9,987	D	

Explanation of Responses:

1. Payout of shares upon vesting of tranches of Restricted Stock Units ("RSUs") granted in March 2019, March 2020 and March 2021.

2. Each RSU represents the contingent right to receive one share of Brighthouse Financial, Inc. common stock.

3. Shares acquired from the payout of the 2019 Performance Share Unit award. The number of shares issued was based on the achievement of performance goals over the 2019-2021 performance period.

4. Represents vesting of the final tranche of the 2019 RSU award.

5. Represents vesting of the second of three tranches of the 2020 RSU award. The final tranche will vest on the first business day in March 2023.

6. Represents vesting of the first of three tranches of the 2021 RSU award. The remaining tranches will vest in substantially equal installments on the first business day in March 2023 and 2024.

7. RSUs awarded in 2022 vest in three substantially equal installments on the first business day in March 2023, 2024 and 2025.

Remarks:

/s/ Jacob M. Jenkelowitz, Attorney-in-Fact, on behalf of 03/03/2022 Myles Lambert

** Signature of Reporting Person Date

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

 \ast 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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