SEC Form 4	
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## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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FORM 4

## 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 <b>and</b> Ticke g <u>hthouse Fina</u> r				(Checl	all applicable) Director	g Person(s) to Issuer 10% Owner Other (specify				
(Last) 11225 N COMN	(First) IUNITY HOUSE	(Middle) RD		te of Earliest Transa 1/2023	ction (N	1onth/I	Day/Year)		Officer (give title below) EVP,Chief Mkt	below	)	
(Street)			4. If A	mendment, Date of	Origina	I Filed	(Month/Day/Ye	ear)	6. Indi <sup>,</sup> Line)	vidual or Joint/Group	Filing (Check A	pplicable
CHARLOTTE	NC	28277								Form filed by One Reporting Person		
(City)	(State)	(Zip)							Form filed by Mor Person	e than One Rep	orting	
	Ta	able I - No	n-Derivative	Securities Acq	uired	, Dis	posed of, c	or Ben	eficially	Owned		
Date			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr.				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V Amount (A) or Pr					Price	Transaction(s) (Instr. 3 and 4)		(

		Code	v	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	03/01/2023	М		10,323(1)	A	(2)	52,195	D	
Common Stock	03/01/2023	F		5,272	D	\$58.35	46,923	D	
Common Stock	03/01/2023	Α		19,034(3)	Α	\$58.35	65,957	D	
Common Stock	03/01/2023	F		9,629	D	\$58.35	56,328	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. Transa Code ( 8)		5. Nun Deriva Securi Acquin or Dis of (D) 3, 4 an	ties red (A) posed (Instr.	6. Date Exerc Expiration D (Month/Day/ <sup>^</sup>	ate	7. Title an Amount o Securities Underlyin Derivative (Instr. 3 ar	f g Security	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)	A) (D) Date Exercise		Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Restricted Stock Units	(2)	03/01/2023		м			3,743	(4)	(4)	Common Stock	3,743	\$0	0	D	
Restricted Stock Units	(2)	03/01/2023		м			3,251	(5)	(5)	Common Stock	3,251	\$0	3,252	D	
Restricted Stock Units	(2)	03/01/2023		м			3,329	(6)	(6)	Common Stock	3,329	\$0	6,658	D	
Restricted Stock Units	(2)	03/01/2023		A		8,226		(7)	(7)	Common Stock	8,226	\$0	8,226	D	

Explanation of Responses:

1. Payout of shares upon the vesting of tranches of Restricted Stock Units ("RSUs") granted in March 2020, March 2021 and March 2022.

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 2020 Performance Share Unit award. The number of shares issued was based on the achievement of performance goals over the 2020-2022 performance period.

4. Represents the vesting of the final tranche of the 2020 RSU award.

5. Represents the vesting of the second of three tranches of the 2021 RSU award. The final tranche will vest on the first business day in March 2024.

6. Represents the vesting of the first of three tranches of the 2022 RSU award. The remaining tranches will vest in substantially equal installments on the first business day in March 2024 and 2025.

7. RSUs awarded in 2023 will vest in three substantially equal installments on the first business day in March 2024, 2025 and 2026.

Remarks:

<u>/s/ Jacob M. Jenkelowitz,</u> <u>Attorney-in-Fact, on behalf of</u> <u>03/03/2023</u> <u>Myles J. Lambert</u> \*\* 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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