SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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	ss of Reporting Perso		2. Issuer Name and Ticker or Trading Symbol Brighthouse Financial, Inc. [BHF]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) 11225 NORTH ((First) COMMUNITY H((Middle) DUSE ROAI	03/0	ate of Earliest Transa 01/2022	ction (N	1onth/I	Day/Year)	— x	Officer (give title below) EVP & Chief (below	,		
(Street) CHARLOTTE (City)	NC (State)	28277 (Zip)	4. If <i>i</i>	4. If Amendment, Date of Original Filed (Month/Day/Year)						dividual or Joint/Group Filing (Check Applicable) K Form filed by One Reporting Person Form filed by More than One Reporting Person			
	Ta	able I - Nor	n-Derivative	Securities Acq	uired	, Dis	posed of, o	or Ben	eficially	Owned			
1. Title of Security (Instr. 3) Date (Month/D				2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed Of (D) (Instr. 3, 4) 8) A				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
				Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock		03/01/2022		М		11,825(1)	A	(2)	47,739	D			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
Common Stock	03/01/2022		F		7,983	D	\$48.06	52,401	D		
Common Stock	03/01/2022		Α		17 ,90 2 ⁽³⁾	Α	\$48.06	60,384	D		
Common Stock	03/01/2022		F		5,257	D	\$48.06	42,482	D		

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. Num Deriva Securi Acquir or Disp of (D) 3, 4 an	tive ties red (A) posed (Instr.	6. Date Exerc Expiration D (Month/Day/\	ate	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			3,900	(4)	(4)	Common Stock	3,900	\$0.00	0	D	
Restricted Stock Units	(2)	03/01/2022		М			4,241	(5)	(5)	Common Stock	4,241	\$0.00	4,241	D	
Restricted Stock Units	(2)	03/01/2022		М			3,684	(6)	(6)	Common Stock	3,684	\$0.00	7,367	D	
Restricted Stock Units	(2)	03/01/2022		A		9,488		(7)	(7)	Common Stock	9,488	\$0.00	9,488	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:

<u>/s/ Jacob M. Jenkelowitz,</u> <u>Attorney-in-Fact, on behalf of</u> <u>03/03/2022</u> <u>Conor Murphy</u>

** Signature of Reporting Person Date

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

 \star 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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