

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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*<br><u>Steigerwalt Eric T</u><br><br>(Last) (First) (Middle)<br><u>11225 NORTH COMMUNITY HOUSE ROAD</u><br><br>(Street)<br><u>CHARLOTTE NC 28277</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Brighthouse Financial, Inc. [ BHF ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>President and CEO</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>05/23/2018</u>                     |   |
| 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 |  |   |  |   |

**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   | Amount or Number of Shares |  |  |   |  |
| Restricted Stock Units                     | (1)  | 05/23/2018                           |  | A                              |   | 165,016 <sup>(2)</sup>   |     | (3)  | (3)             | Common Stock  | 165,016                    | \$0.00                                     | 165,016  | D   |  |
| Restricted Stock Units                     | (1)  | 05/23/2018                           |  | A                              |   | 28,053 <sup>(4)</sup>  |     | (5)  | (5)             | Common Stock  | 28,053                     | \$0.00                                     | 28,053   | D   |  |
| Employee Stock Option (Right to Buy)       | \$53.47  | 05/23/2018                           |  | A                              |   | 92,137 <sup>(4)</sup>  |     | (6)  | 02/29/2028      | Common Stock  | 92,137                     | \$0.00                                     | 92,137   | D   |  |

**Explanation of Responses:**

- Each Restricted Stock Unit ("RSU") represents the contingent right to receive one share of Brighthouse Financial, Inc. ("BHF") common stock.
- The award of RSUs was authorized on August 9, 2017, to be effective on September 8, 2017. The award was subject to approval by stockholders of BHF of the Brighthouse Financial, Inc. 2017 Stock and Incentive Compensation Plan (the "Employee Plan"). The Employee Plan was approved by stockholders of BHF on May 23, 2018.
- The RSUs will vest on September 30, 2018.
- RSU and Stock Option awards were authorized on February 16, 2018, to be effective on March 1, 2018. These awards were subject to approval by stockholders of BHF of the Employee Plan, which was obtained on May 23, 2018.
- The RSUs will vest in three substantially equal installments on March 1, 2019, March 1, 2020 and March 1, 2021.
- The Stock Options become exercisable in three substantially equal installments on March 1, 2019, March 1, 2020 and March 1, 2021.

**Remarks:**

/s/ Jacob M. Jenkelowitz,  
authorized signer

05/25/2018

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY FOR  
SECTION 16 REPORTING OBLIGATIONS

TO WHOM IT MAY CONCERN:

Pursuant to the authorization set forth in the instructions for the filing of Form 3, Form 4 and Form 5, respectively (hereinafter referred to as the "Reports"), under the requirements of the Securities Exchange Act of 1934, as amended, the undersigned hereby designates and authorizes each of BRUCE H. SCHINDLER, D. BURT ARRINGTON, JACOB M. JENKELOWITZ, and EMILY C. NAGLE to execute and file, or cause to be filed, such Reports, and any amendments thereto, on behalf of the undersigned, with the Securities and Exchange Commission and any other proper bodies at any time when the filing of said Reports is in order, containing such information as BRUCE H. SCHINDLER, D. BURT ARRINGTON, JACOB M. JENKELOWITZ, and EMILY C. NAGLE may deem advisable.

The authority of BRUCE H. SCHINDLER, D. BURT ARRINGTON, JACOB M. JENKELOWITZ, and EMILY C. NAGLE under this authorization shall continue until the undersigned is no longer required to file Reports with regard to the undersigned's ownership of or transactions in securities of Brighthouse Financial, Inc., unless earlier revoked by the undersigned in writing.

The undersigned acknowledges that BRUCE H. SCHINDLER, D. BURT ARRINGTON, JACOB M. JENKELOWITZ, and EMILY C. NAGLE are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

/s/Eric T. Steigerwalt  
May 22, 2018