STRIANESE ANTHONY T

Form 4

August 06, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

response... 0.5

1(b).

par value (PSP)

(Print or Type Responses)

1. Name and A STRIANES	2. Issuer Name and Ticker or Trading Symbol BROWN & BROWN, INC. [BRO]					5. Relationship of Reporting Person(s) to Issuer					
(Last) (First) (Middle) 220 S. RIDGEWOOD AVE.			3. Date of Earliest Transaction (Month/Day/Year) 08/03/2018					(Check all applicable) Director 10% OwnerX Officer (give title Other (specify below) EVP and Pres. Wholesale Div.			
DAYTONA	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	Table I - Non-Derivative Securities Acc					quired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	r) Execution		3.	4. Securit or(A) or Dis (Instr. 3, 4	ies Ac sposed	quired l of (D)	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)	
Common Stock, \$.10 par value (SIP)	08/03/2018			A	49,628 (1) (2)	A	\$ 0	204,494 (1)	D		
Common Stock, \$.10 par value	08/03/2018			F	3,255 (1) (3)	D	\$ 29.19	59,653 (1) (4)	D		
Common Stock, \$.10 par value								30,304 (1) (5)	D		

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amount of		Derivative	
Security (Instr. 3)	or Exercise Price of Derivative Security	(Montal Day) Teal)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed	(Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		Security (Instr. 5)	
					of (D) (Instr. 3, 4, and 5)				Amount		
					(4)	Date Exercisable	Expiration Date	Title	Amount or Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STRIANESE ANTHONY T 220 S. RIDGEWOOD AVE. DAYTONA BEACH, FL 32114

EVP and Pres. Wholesale Div.

Signatures

Anthony T. Strianese 08/06/2018

**Signature of Date

Reporting Person

Explanation of Responses:

- * 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).
- (1) On March 28, 2018, Brown & Brown, Inc. effected a 2-for-1 stock split. The number of shares reported throughout this Form 4 have been adjusted to reflect the stock split.

These securities were granted pursuant to the Company's 2010 Stock Incentive Plan ("SIP"). The initial grant was made on July 1, 2013, but was subject to the satisfaction of performance-based conditions established in connection with this grant. On August 3, 2018, the

(2) Company confirmed the satisfaction of the performance-based conditions established in connection with this grant, and the Reporting Person has voting rights and dividend entitlement with respect to these shares, but full ownership will not vest until the satisfaction of additional service-based conditions.

(3)

Reporting Owners 2

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Shares were withheld by the Company solely to cover the income tax withholding requirements associated with the vesting of 8,270 shares of stock under the Company's SIP.

- (4) A total of 1,120 of these shares were acquired through the Company's Employee Stock Purchase Plan in July 2018. Number of shares may vary due to dividend reinvestment.
- These securities were granted pursuant to the Company's Performance Stock Plan ("PSP"). Based on the satisfaction of conditions (5) established pursuant to the PSP, the Reporting Person has voting rights and dividend entitlement with respect to these shares based on the satisfaction of certain performance-based criteria, but full ownership will not vest until the satisfaction of additional conditions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.