FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, D | .C. 20549 |
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| washington, D.C. 20549 | OMB APPROVAL | | | |
|--|--------------|------|--|--|
| STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP | OMB Number: | 3235 | | |

| OMB Number: | 3235-0287 | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|
| Estimated average burden | | | | | | | | |
| hours per response: | 0.5 | | | | | | | |

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* STRIANESE ANTHONY T | | | | | | 2. Issuer Name and Ticker or Trading Symbol BROWN & BROWN, INC. [BRO] | | | | | | | | | (Check all | | olicable) ctor | ng Person(s) to Iss 10% Ov | | wner | |
|--|----|------|---------------|---------|--|---|--------------|--|----------|--------|--|---------------|---------|-----------|---|---|--|---|--|------|--|
| (Last) (First) (Middle) 220 S. RIDGEWOOD AVE. | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 01/01/2019 | | | | | | | | | X | belov | , | Other below . Wholesale D | | ′ I | |
| (Street) DAYTOR BEACH (City) | FL | | 32114 Zip) | | 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | i. Indivine) | dual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| | | Tabl | e I - No | n-Deriv | ative | Se | curitie | s Ac | quired, | Dis | posed o | f, oı | Ber | efici | ally (| Owne | ed | | | | |
| Date | | | Day/Year) if | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | Code (Instr. | | | | | | | | 5. Amount of Securities Beneficially Owned Following | | ship ect irect 4) | 7. Nature of Indirect Beneficial Ownership | | | |
| | | | | | | | | Code | v | Amount | | (A) or (D) | Price | • | Reported Transaction(s) (Instr. 3 and 4) | | | | (Instr. 4) | | |
| Common Stock, \$.10 par value 01/01/ | | | | /2019 | 2019 | | F | | 2,903(1) | | D | \$27.56 | | 65,890(2) | | D | | | | | |
| Common Stock, \$.10 par value (SIP) | | | | | | | | | | | | | | | | 19 | 3,354 ⁽³⁾ | D | | | |
| Common Stock, \$.10 par value (PSP) | | | | | | | | | | | | | | | 30 |),304 ⁽⁴⁾ | D | | | | |
| | | Та | | | | | | | | | sed of, onvertib | | | | | vned | | | | | |
| Derivative Security (Instr. 3) Conversion or Exercise Price of Derivative Security Security Security Execution Date, if any (Month/Day/Year) | | | | | ansaction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration Exercisable Date | | | Amount of Securities Underlying Derivative Security (Instr. and 4) | | nstr. 3 | | | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | Owner Form Direct or Ind (I) (In | (D) irect | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | |

Explanation of Responses:

- 1. Shares were withheld by the Company solely to cover the income tax withholding requirements associated with the vesting of 11,140 shares of stock under the Company's 2010 Stock Incentive Plan ("SIP").
- 2. 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.
- 3. These securities were granted pursuant to the SIP. The Reporting Person has voting rights and dividend entitlement with respect to these shares, but full ownership will not vest until the satisfaction of
- 4. These securities were granted pursuant to the Company's Performance Stock Plan ("PSP"). Based on the satisfaction of conditions 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.

Remarks:

Robert W. Lloyd for Anthony

01/03/2019 T. Strianese per Power of <u>Attorney</u>

** 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.