SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5	
obligations may continue. See	
Instruction 1(b)	

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person (Check all applicable) BROWN & BROWN, INC. [BRO] Watts R. Andrew Director 10% Owner Officer (give title Other (specify 1 3. Date of Earliest Transaction (Month/Day/Year) below) below) (First) (Middle) (Last) 08/08/2024 EVP, CFO and Treasurer 330 N. BEACH STREET 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) 1 Form filed by One Reporting Person DAYTONA Form filed by More than One Reporting FL 32114 BEACH Person Rule 10b5-1(c) Transaction Indication (City) (State) (Zip) Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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 Disposed Of			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 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	08/08/2024		S		2,500(1)	D	\$100.32(2)	88,445 ⁽³⁾	D	
Common Stock, \$.10 par value (2019 SIP)								96,827 ⁽⁴⁾	D	
Common Stock, \$.10 par value								2,383	Ι	By Watts Family Trust

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)		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of E		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				

Explanation of Responses:

1. The reported transaction was effected in accordance with the Reporting Person's tax planning strategy.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$100.31 to \$100.35, inclusive. The Reporting Person undertakes to provide Brown & Brown, Inc., any security holder of Brown & Brown, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

3. A total of 357 of these shares were acquired through the Company's Employee Stock Purchase Plan in July 2024. Number of shares may vary due to dividend reinvesment.

4. These securities were granted pursuant to the Company's 2019 Stock Incentive Plan ("2019 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 service-based conditions.

<u>/s/ R. Andrew Watts</u> <u>08/09/2024</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.