FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

	JVAL
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1. Name and Address of Reporting Person [*] <u>PENNY JEROME SCOTT</u>			2. Issuer Name and Ticker or Trading Symbol BROWN & BROWN, INC. [BRO]		ationship of Reporting Pe (all applicable) Director	erson(s) to Issuer 10% Owner
(Last) 220 SOUTH R	(First) IDGEWOOD	(Middle) AVENUE	3. Date of Earliest Transaction (Month/Day/Year) 01/21/2020	X	Officer (give title below) EVP Chief Acquisi	Other (specify below) itions Officer
(Street) DAYTONA BEACH	FL	32114	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Fili Form filed by One Re Form filed by More tha Person	porting Person
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Tuble T Hon Bernaure Cecunices Acquired, Disposed of, or Benenolary officer										
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock, \$.10 par value	01/21/2020		F		3,194(1)	D	\$41.41	91,236 ⁽²⁾	D	
Common Stock, \$.10 par value								192	Ι	Children ⁽³⁾
Common Stock, \$.10 par value								19,155 ⁽⁴⁾	Ι	By 401k
Common Stock, \$.10 par value (Jointly Owned)								357 , 056 ⁽⁵⁾	D	
Common Stock, \$.10 par value (PSP)								34,632(6)	D	
Common Stock, \$.10 par value (SIP)								163,912 ⁽⁷⁾	D	

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

			(* 571*	,	,			,							
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. Nu of Deriv Secu Acqu (A) or Dispo of (D) (Instr and 5	Expiration Date (Month/Day/Year) rities ired r osed) 3, 4		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. Shares were withheld by the Company solely to cover the income tax withholding requirements associated with the vesting of 12,646 shares of stock under the Company's 2010 Stock Incentive Plan ("SIP"). 2. A total of 862 of these shares were acquired through the Company's Employee Stock Purchase Plan in July 2019. Number of shares may vary due to dividend reinvestment.

3. Reporting person disclaims beneficial ownership of securities owned by children who share the Reporting person's household. This report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for the purpose of Section 16 or for any other purpose.

4. Based upon information supplied by the plan record keeper as of December 31, 2019. Number of shares varies periodically based on contributions to plan.

5. Owned jointly with spouse.

6. 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.

7. These securities were granted pursuant to the Company's 2010 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.

Remarks:

<u>/s/ J. Scott Penny</u>

** Signature of Reporting Person Date

01/22/2020

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.