#### STRIANESE ANTHONY T

Form 4

February 26, 2019

# FORM 4

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

OMB Number: 3235-0287

Estimated average

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**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

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...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STRIANESE ANTHONY T			2. Issuer Name and Ticker or Trading Symbol BROWN & BROWN, INC. [BRO]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)				
220 S. RIDGEWOOD AVE.		E.	(Month/Day/Year) 02/25/2019	Director 10% OwnerX Officer (give title Other (specify below)  EVP and Pres. Wholesale Div.				
(Street)			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				
DAYTONA BEACH, FL 32114				Form filed by More than One Reporting Person				

(City)	(State)	(Zip)	Table L. Non-Derivative Securities Acquired Disposed of or Reneficially Owned

		( )	1 able	e 1 - Non-Do	erivative S	ecurit	ies Acq	juirea, Disposea d	a, or Beneficial	ly Ownea
1.Title o 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Comm Stock, par val (SIP)	\$.10	02/25/2019		A	31,753 (1)	A	\$ 0	206,679 (2)	D	
Comm Stock, par val (SIP)	\$.10	02/25/2019		A	4,235	A	\$0	210,914 (2)	D	
Comm Stock, par val	\$.10							79,830 (3)	D	

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Common Stock, \$.10 par value (PSP)

30,304 (4) D

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

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 control number.

SEC 1474

(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. orNumber	6. Date Exerc Expiration D		7. Title Amoun		8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securiti	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								A	Amount		
						ъ.	E		r		
						Date	Expiration	Title N	Number		
						Exercisable	Date	C	of		
				Code V	(A) (D)			S	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**

Robert W. Lloyd for Anthony T. Strianese per Power of Attorney

02/26/2019

\*\*Signature of Reporting Person

Date

# **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) These securities were granted pursuant to the Company's 2010 Stock Incentive Plan ("SIP"). The initial grant was made on March 23, 2016, but was subject to the satisfaction of performance-based conditions established in connection with this grant. On February 25, 2019, the Company confirmed the satisfaction of the performance-based conditions established in connection with this grant, and the Reporting

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Person has voting rights and dividend entitlement with respect to these sahres, but full ownership will not vest until the satisfaction of additional service-based conditions.

- 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.
- (3) 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 (4) 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.