SEC Form 4

Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See 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

1. Name and Address of Reporting Person [*] Brown P Barrett		Person [*]	2. Issuer Name and Ticker or Trading Symbol BROWN & BROWN, INC. [BRO]		tionship of Reporting P all applicable) Director	10% Owner
(Last) 300 N. BEAC	(First) (Middle) J. BEACH STREET		3. Date of Earliest Transaction (Month/Day/Year) 12/15/2023	X	Officer (give title below) EVP and Pres Reta	Other (specify below) etail Segment
(Street) DAYTONA BEACH	FL	32114	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Fil Form filed by One Re Form filed by More th Person	eporting Person
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication			lan that is intended to

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)					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	12/15/2023		G		454	Α	\$0.00	1,330,219(1)	D	
Common Stock, \$.10 par value (2010 SIP)								17,789(2)	D	
Common Stock, \$.10 par value (2019 SIP)								53,255 ⁽³⁾	D	
Common Stock, \$.10 par value								2,201,877 ⁽⁴⁾	I	Charitable Lead Annuity Trust
Common Stock, \$.10 par value								10,440 ⁽⁵⁾	Ι	401k
Common Stock, \$.10 par value								2,324	Ι	Children ⁽⁶⁾

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)	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)		of Deriv Secu Acqu (A) o Dispe of (D	r osed) r. 3, 4	Expiration Date (Month/Day/Year) (Mosth/Day/Year) (Month/Day/Year)		Amount of Securities		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. A total of 394 of these shares were acquired through the Company's Employee Stock Purchase Plan in July 2023. Number of shares may vary due to dividend reinvestment.

2. These securities were granted pursuant to the Company's 2010 Stock Incentive Plan ("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. 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.

4. These shares are held by the James Hyatt Brown Nongrantor Charitable Lead Annuity Trust, of which the Reporting Person is a trustee and remainder beneficiary.

5. Based upon information supplied by the plan record keeper as of December 31, 2022. Number of shares varied periodically based on contributions to the plan.

6. 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.

Remarks:

/s/ P. Barrett Brown

** Signature of Reporting Person E

<u>12/15/2023</u> 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.