SEC Form 4

FORM 4

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

OMB APPROVAL

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

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

1. Name and Address of Reporting Person* <u>Walker Chris L</u>			2. Issuer Name and Ticker or Trading Symbol BROWN & BROWN, INC. [BRO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify
(Last) (First) (Middle) 300 N. BEACH STREET		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/21/2022	EVP and Pres. Programs Segment
(Street) DAYTONA BEACH	FL	32114	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City)	(State)	(Zip)		Feisur

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.		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
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock, \$.10 par value (2010 SIP)	02/21/2022		A		22,872 ⁽¹⁾	Α	\$0.00	91,586 ⁽²⁾	D	
Common Stock, \$10 par value (2019 SIP)	02/21/2022		A		1,889 ⁽³⁾	Α	\$0.00	35,628 ⁽⁴⁾	D	
Common Stock, \$.10 par value								95,659 ⁽⁵⁾	D	

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

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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) 7. 3, 4	6. Date Exerc Expiration Da (Month/Day/Y	ite	Deriv	int of rities rlying ative rity (Instr.	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. These securities were granted pursuant to the Company's 2010 Stock Incentive Plan ("2010 SIP"). The initial grant was made on February 25, 2019, but was subject to the satisfaction of performancebased conditions established in connection with this grant. On February 21, 2022, the Company confirmed the satisfaction of the performance-based conditions established in connection with this grant, and effective February 25, 2022, the Reporting Person will have voting rights and dividend entitlement with respect to these shares, but full ownership will not vest until the satisfaction of additional service-based conditions

2. These securities were granted pursuant to the 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 restricted stock units were granted pursuant to the Company's 2019 Stock Incentive Plan ("2019 SIP").

4. These securities were granted pursuant to the 2019 SIP. With respect to securities that are restricted stock awards, 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. With respect to securities that are restricted stock units, the Reporting Person has dividend equivalent entitlement, but shares will not be delivered until the satisfaction of service-based conditions or the Reporting Person's qualified retirement.

5. A total of 549 of these shares were acquired through the Company's Employee Stock Purchase Plan in July 2021. Number of shares may vary due to dividend reinvestment.

Remarks:

/s/ Chris Walker

** Signature of Reporting Person Date

02/22/2022

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.