

BROWN & BROWN INC
Form 4
March 22, 2017

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 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(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)
220 S. RIDGEWOOD AVE.

3. Date of Earliest Transaction (Month/Day/Year)
03/21/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP and Pres. Wholesale Div.

(Street)
DAYTONA BEACH, FL 32114

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock, \$.10 par value	03/21/2017		M	9,589	A	\$ 18.48	43,345 ⁽¹⁾	D
Common Stock, \$.10 par value	03/21/2017		M	10,000	A	\$ 18.48	53,345 ⁽¹⁾	D
Common Stock, \$.10 par value	03/21/2017		M	5,411	A	\$ 18.48	58,756 ⁽¹⁾	D
Common Stock, \$.10	03/21/2017		F	15,405	D	\$ 43.27	43,351 ⁽¹⁾	D

par value

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

84,775 ⁽²⁾ D

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

24,296 ⁽³⁾ D

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Options ⁽⁴⁾	\$ 18.48	03/21/2017		M	9,589	08/01/2013 02/26/2018	Common Stock, \$.10 par value	9,589
Stock Options ⁽⁴⁾	\$ 18.48	03/21/2017		M	10,000	03/07/2013 02/26/2018	Common Stock, \$.10 par value	10,000
Stock Options ⁽⁴⁾	\$ 18.48	03/21/2017		M	5,411	09/07/2016 ⁽⁵⁾ 02/26/2018	Common Stock, \$.10 par value	5,411

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

03/22/2017

__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) A total of 855 of these shares were acquired through the Company's Employee Stock Purchase Plan in July 2016. Number of shares may vary due to dividend reinvestment.
 - (2) These securities were granted pursuant to the Company's 2010 Stock Incentive Plan ("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.

These securities were granted pursuant to the Company's Performance Stock Plan ("PSP"). Based on the satisfaction of conditions
 - (3) 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.
 - (4) Granted by the Compensation Committee of the Board of Directors pursuant to the Company's 2000 Incentive Stock Option Plan (the "Plan").
 - (5) These options became exercisable on September 7, 2016 pursuant to satisfaction of conditions established pursuant to the Plan.

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.