FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

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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).

(Print or Type Responses)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol						6. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
		Brown & Brown, Inc. (BRO)						X	Director		10% Owner				
									Officer (gi title below		Other (specify below)				
Hughes	David	H.													
(Last)	(First)	(Middle)	3. I.R.S. Ide Number o Person, if (Voluntary	4. Statement for Month/Day/Year January/2003				7. Individual or Joint/Group Filing (Check Applicable Line)							
20 N. Orange A	-		5. If Amendment, Date of Original (Month/Day/Year)			X	Form filed	by One Reporting Person							
(Street)							Form filed by More than One Reporting Person								
Orlando	FL	32802													
(City)	(State)	(Zip)		1	Table I 34	Nor	n-Derivative	e Secu	rities /	Acquired, I	Disposed of, or Benef	cially Owned			
1. Title of Security (Instr. 3)				2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Trans- action 4. Securities or Dispose (Instr. 8)		sed of	đ (D)		5. Amount of Securities Beneficially Owned Following Reported	6. Owner- ship Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Owner- ship			
					Code	V	Amount	(A) or (D)		Price	Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	(Instr. 4)		
Common Stock, \$.10 par value		1/31/03	ĺ	A	V	500	A	N/A		11,000	D				
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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).

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.

(Over) SEC 1474 (9-02)

FORM 4 (continued)	Table II 34 Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exercise Price of Deri- vative Security	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr.8)						7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price 9 of Deriv- ative Secur- ity (Instr. 5)	9. Number of deriv- ative Secur- ities Bene- ficially Owned Follow-	10. Owner- ship Form of Deri- vative Security: Direct (D) or Indirect	11. Nature of Indirect Benefi- cial Owner- ship (Instr. 4)
				Code	V	(A)	(D)	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares		ing Reported Trans- action(s) (Instr. 4)	(I) (Instr. 4)	
None.															
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		<u> </u>	<u> </u>					<u> </u>		<u> </u>				<u> </u>	
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	/S/ DAVID H. HUGHES	1/31/03
** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.	**Signature of Reporting Person	Date
See18 U.S.C. 1001 and 15 U.S.C. 78ff(a).	DAVID H. HUGHES	

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.