SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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[*] PASCHKE MICHAEL (Last) (First) (Middle) 2800 N CENTRAL AVE SUITE 1600 (Street) PHOENIX AZ 85004 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/17/2007	3. Issuer Name **and** Ticker or Trading Symbol BROWN & BROWN INC [BRO]

4. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 	
  Director   10% Owner
X Officer (give title below)   Other (specify below)
 	
Regional Executive VP
	5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, $.10 par value	14,325[1]	D	
Common Stock, $.10 par value	33,710	I	Stock Performance Plan[2]
Common Stock, $.10 par value	6,053	I	401(k) Plan[3]

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options[4]	01/22/2006	03/24/2013	Common Stock	23,256	15.78	D	
Stock Options[4]	01/22/2008	03/24/2013	Common Stock	6,336[5]	15.78	D	
Stock Options[4]	01/22/2009	03/24/2013	Common Stock	6,336[5]	15.78	D	

Explanation of Responses:

1. A portion of these shares were acquired through the Company's Employee Stock Purchase Plan. Number of shares may reflect reinvested dividends.

2. These securities were granted pursuant to the Company's Stock Performance Plan. Voting rights and dividend entitlement with respect to these shares is subject to the satisfaction of certain conditions contained in that Plan and full ownership will not vest until the satisfaction of additional conditions.

3. Based upon information supplied as of 7/17/07 by the Plan's recordkeeper. Number of shares varies periodically based on contributions to plan.

4. Granted by the Compensation Committee of the Board of Directors pursuant to the Company's 2000 Incentive Stock Option Plan (the "Plan"). Consideration for granted options is grantee's performance and continued service with Company as specified in the Plan.

5. Due to satisfaction of conditions established pursuant to the Plan, the vesting of these options was accelerated, so that an additional 6,336 will vest on each of 1/22/2008 and 1/22/2009, respectively, subject to grantee's continued service with the Company as specified in the Plan.

MICHAEL PASCHKE   07/26/2007
** Signature of Reporting Person   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 5 (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.