

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 23, 2001

BROWN & BROWN, INC.

(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction
of incorporation)

0-7201
(Commission File Number)

59-0864469
(IRS Employer
Identification No.)

220 South Ridgewood Avenue, Florida 32114
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (386) 252-9601

N/A

(Former name or former address, if changed since last report)

Item 5. Other Events.

On October 23, 2001, Brown & Brown, Inc., a Florida corporation, issued the press release attached hereto as Exhibit 99 and incorporated by reference herein, announcing a stock split in the form of a stock dividend.

Pursuant to Rule 416 of the Securities Act of 1933, as amended, the following Registration Statements, filed by Brown & Brown with the Securities and Exchange Commission, shall be hereby deemed to be amended to cover the additional securities issuable with respect to the securities originally covered by such Registration Statements as a result of the stock dividend: (1) Registration Statement on Form S-3, filed on March 30, 2001 (File No. 333-58008); (2) Registration Statement on Form S-3, filed on March 30, 2001 (File No. 333-58004); (3) Registration Statement on Form S-3, filed on March 30, 2001 (File No. 333-58006); (4) Registration Statement on Form S-3, filed on September 28, 2001 (File No. 333-70480); (5) Registration Statement on Form S-4, filed on August 13, 2001 (File No. 333-67408); and (6) Registration Statement on Form S-4, filed on August 13, 2001 (File No. 333-67418).

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits.

99 Press Release, dated October 23, 2001.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BROWN & BROWN, INC.

(Registrant)

By: /s/ Cory T. Walker

Cory T. Walker, Chief Financial Officer

Date: October 24, 2001

[BROWN & BROWN LOGO]

News Release

October 23, 2001

Cory T. Walker
Chief Financial Officer
(904) 239-7250

Brown & Brown, Inc. Announces 2 For 1 Stock Split and Increase In Quarterly Cash Dividend

(Daytona Beach and Tampa, Florida) . . . The Board of Directors of Brown & Brown, Inc. (NYSE:BRO), at their regularly scheduled meeting on October 23, 2001, voted a two-shares for one-share stock split of Brown & Brown's common stock, to be effected as a 100% common stock dividend. At the same time, before taking into account the split, the Board also voted to increase the quarterly cash dividend rate to \$.095 per share, a 27% increase from the current rate of \$.075 per share.

Both the distribution of the additional shares and the first payment at the new dividend rate will be made on November 21, 2001, to shareholders of record on November 7, 2001.

Brown & Brown, Inc. and its subsidiaries provide a broad range of insurance and reinsurance products and services, as well as risk management, employee benefit administration, and managed health care services through offices located across the United States. The company is ranked by Business Insurance magazine as the nation's eighth largest independent insurance intermediary organization. Our Web address is www.bbinsurance.com

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