

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

- ( ) Check box if no longer subject to Section 16.  
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).  
 ( ) Form 3 Holdings Reported  
 ( ) Form 4 Transactions Reported

1. Name and Address of Reporting Person

Jim W. Henderson  
 220 S. Ridgewood Ave.  
 Daytona Beach, FL 32114  
 USA

2. Issuer Name and Ticker or Trading Symbol  
 Brown & Brown (BR0)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

December 31, 2000

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(X) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other  
 (specify below)  
 Executive Vice President

7. Individual or Joint/Group Reporting (Check Applicable Line)

(X) Form filed by One Reporting Person  
 ( ) Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Transaction Date	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned at End of Year	6. Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Amount	A/D	Price			
Common Stock	12/15/00	G	600	D	N/A	17,320*(1)	D	Joint w/Spouse
Common Stock						89,612*(**)	D	
Common Stock						44,120*(2)	I	Stock Performance Plan
Common Stock	12/31/00	B		A	N/A	126,030*(3)	I	401(k) Plan
Common Stock	12/15/00	J**	300	D	N/A	3,300*	I***	Son

\* All amounts shown reflect a two-for-one stock split effected August 23, 2000.  
 \*\* A portion of these shares are owned jointly with spouse.  
 \*\*\* Reporting Person disclaims ownership interest in shares owned by son who shares Reporting Person's household.

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities or Shares	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Year	10. Ownership or (D) Indirect (I)	11. Nature of Indirect Beneficial Ownership	
				A	D	Date	Expiration Date						
Stock Options(a)	19.3438 (b)	04/21/00	A	119,558 (c)		4/21/01	4/20/10	Common Stock	119,558	N/A(e)	119,558	D	N/A

Explanation of Responses:

- (1) Acquired through the Company's Employee Stock Purchase Plan. Number of shares may reflect reinvested dividends.  
 (2) These securities were awarded at various dates pursuant to the Company's Stock Performance Plan based upon the satisfaction of conditions contained in that Plan. The recipient has voting rights and dividend entitlement with respect to these shares, but full ownership will not vest until the satisfaction of additional conditions.  
 (3) Based upon information supplied as of 12/31/00 by the Plan's recordkeeper. Number of shares varies periodically based on contributions to plan.

- (a) Granted by the Compensation Committee of the Board Directors pursuant to the Company's 2000 Incentive Stock Option Plan (the "Plan").
- (b) The original exercise price per share of \$38.6875 was adjusted to reflect the two-for-one stock split effective August 23, 2000.
- (c) Amount represents original grant of options to buy 59,779 shares of Company's common stock, after adjustment to reflect two-for-one stock split effective August 23, 2000.
- (d) 2,585 options vest and become exercisable on 4/21/01 and 4/21/02, respectively. The remaining options vest and become exercisable on 4/20/10, unless accelerated based on satisfaction of conditions established pursuant to the Plan.
- (e) Consideration for granted options is grantee's performance and continued service with Company as specified in the Plan.

SIGNATURE OF REPORTING PERSON

/s/ Jim W. Henderson

DATE

February 14, 2001