

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): January 30, 2007

**BROWN & BROWN, INC.**

(Exact name of registrant as specified in its charter)

**Florida**

**001-13619**

**59-0864469**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

**220 South Ridgewood Avenue, Daytona Beach, 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)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) The information required by this Item 5.02(b) with respect to Jim W. Henderson's promotion from President to Vice Chairman is incorporated herein by reference to Item 5.02(c) below.

(c) On January 30, 2007, the Board of Directors (the "Board") of Brown & Brown, Inc. (the "Company") promoted Jim W. Henderson, currently the Company's President and Chief Operating Officer, to the position of Vice Chairman, and elected J. Powell Brown, currently the Company's Regional Executive Vice President responsible for certain wholesale brokerages and public entity operations, to the position of President. Mr. Henderson will continue to serve as the Company's Chief Operating Officer.

Mr. Brown, 39, has been a Regional Executive Vice President of the Company since 2002 and also serves as a director and in an executive capacity for certain of the Company's subsidiaries. From 1998 to 2003, Mr. Brown served as Profit Center Leader of the Company's Orlando, Florida retail office. Prior to that, he was a sales producer and then Marketing Manager in the Daytona Beach, Florida retail office from 1995 to 1998. Mr. Brown will report to Mr. Henderson.

Mr. Brown is the son of J. Hyatt Brown, the Company's current Chairman of the Board and Chief Executive Officer. J. Hyatt Brown's compensation information for the 2006 fiscal year will be provided in the Company's 2007 proxy statement.

Mr. Brown is currently party to a standard employment agreement with the Company that is substantially similar to the employment agreements of many of the Company's other executive officers. Mr. Brown's employment agreement remains the same, and is not changing as result of his promotion. As with the Company's other employees who have entered into similar standard employment agreements, the compensation paid to Mr. Brown under his employment agreement is equal to an amount agreed upon between the Company and Mr. Brown from time to time. Mr. Brown's employment agreement may be terminated by either party. In addition, his employment agreement prohibits him from directly or indirectly soliciting or accepting insurance business from the Company's clients for a period of three years following the voluntary or involuntary termination of his employment, and further prohibits him from soliciting the Company's employees to work for him or for any company in competition with the Company for a period of two years following the voluntary or involuntary termination of his employment.

#### **Item 7.01 Regulation FD Disclosure.**

On January 30, 2007, the Company issued a press release announcing the initial implementation of its executive succession plan, as well as certain other information. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

The information furnished herewith pursuant to Item 7.01 of this Current Report, including Exhibit 99.1, shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section. The information in this Current Report shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date of this Current Report, regardless of any general incorporation language in the filing.

#### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following is furnished herewith:

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Press Release dated January 30, 2007.

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## 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)

Date: February 5, 2007 By: /s/ Laurel L. Grammig  
Laurel L. Grammig  
Vice President and Secretary

## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated January 30, 2007.



**News Release**

Cory T. Walker

Chief Financial Officer

(386) 239-7250

January 30, 2007

**BROWN & BROWN, INC. ANNOUNCES  
INITIAL IMPLEMENTATION OF EXECUTIVE SUCCESSION PLAN**

(Daytona Beach and Tampa, Florida) . . . The Board of Directors of Brown & Brown, Inc. (NYSE:BRO) today announced the initial implementation of the Company's executive succession plan, which contemplates J. Powell Brown ultimately assuming the office of Chief Executive Officer of the Company in July 2009, the date upon which Mr. Hyatt Brown has indicated that he intends to retire from that position. As an initial step toward this agreed objective, Jim W. Henderson, currently the President and Chief Operating Officer of the Company, has been promoted to the office of Vice Chairman, while J. Powell Brown, currently the Company's Regional Executive Vice President responsible for certain wholesale brokerages and public entity operations, has been elected President of the Company. Mr. Henderson will continue to serve as the Company's Chief Operating Officer, and will continue to report to the Chairman and Chief Executive Office, and Mr. Powell Brown will continue to report to Mr. Henderson in Mr. Henderson's capacity as Vice Chairman and Chief Operating Officer.

These actions reflect Brown & Brown's clear policy of continuity and goal of focusing on internal candidates who have successfully embodied and lived the Brown & Brown culture of meritocracy over an extended period of time.

Jim W. Henderson, 60, becomes the first Vice Chairman in the Company's storied history and will continue in his capacity as Chief Operating Officer. Mr. Henderson was elected President and Chief Operating Officer in 2002 and serves as a director of the Company, and as a director and executive officer of several of the Company's subsidiaries. He was elected Executive Vice President in 1995, and served as Senior Vice President from 1993 to 1995. He served as Senior Vice President of Brown & Brown's predecessor corporation from 1989 to 1993 and as Chief Financial Officer from 1985 to 1989. Mr. Henderson is Chairman of the Board of Trustees of Embry-Riddle Aeronautical University, and a member of the Boards of the School of Business Administration of Stetson University, the Council of Insurance Agents and Brokers, and the Florida Hurricane Catastrophe Fund.

J. Powell Brown, 39, has been a Regional Executive Vice President since 2002 and also serves in an executive officer capacity for certain Brown & Brown subsidiaries. He oversees most of the Company's wholesale brokerage and public entity operations located throughout the country. From 1998 to 2003, Mr. Brown served as profit center leader of the Company's Orlando, Florida retail office. Prior to that, he was a sales producer and then Marketing Manager in the Daytona Beach, Florida retail office from 1995 to 1998. Before joining Brown & Brown he was with the Continental Insurance Company. A graduate of the University of Florida, with an MBA from Duke University, Mr. Brown serves on the Board of Directors of the SunTrust Bank/Central Florida and the Boggy Creek Gang. Previously he served on the Board of Governors of the Orlando Regional Chamber of Commerce, and as a member of the Board of Directors of Junior Achievement of Central Florida and the Bolles School Board of Visitors. He is the son of J. Hyatt Brown.

Brown & Brown, Inc. and its subsidiaries offer a broad range of insurance and reinsurance products and services, as well as risk management, third party administration, managed health care, and Medicare set-aside services and programs. Providing service to business, public entity, individual, trade and professional association clients nationwide, the Company is ranked by Business Insurance magazine as the United States' sixth largest independent insurance intermediary. The Company's Web address is [www.bbinsurance.com](http://www.bbinsurance.com).

This press release may contain certain statements relating to future events which are forward-looking statements, including those relating to future changes in Company management. These statements are not historical facts, but instead represent only the Company's current belief regarding future events, many of which, by their nature, are inherently uncertain and outside of the Company's control. It is possible that the Company's actual events may differ, possibly materially, from the anticipated events contemplated by these forward-looking statements. Further information concerning the Company and its business, including factors that potentially could materially affect the Company's financial results and condition, as well as its other achievements, are contained in the Company's filings with the Securities and Exchange Commission. All forward-looking statements made herein are made only as

of the date of this release, and the Company does not undertake any obligation to publicly update or correct any forward-looking statements to reflect events or circumstances that subsequently occur or of which the Company hereafter becomes aware.

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