

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>PASCHKE MICHAEL</u>  (Last) (First) (Middle) 2800 N CENTRAL AVE SUITE 1600  (Street) PHOENIX AZ 85004  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BROWN &amp; BROWN INC [ BRO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Regional Executive VP</u>
	3. Date of Earliest Transaction (Month/Day/Year) 07/25/2007	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$.10 par value	07/25/2007		A		2,830	A	\$26.48	36,540	I	Stock Performance Plan <sup>(1)</sup>
Common Stock, \$.10 par value								14,325 <sup>(2)</sup>	D	
Common Stock, \$.10 par value								6,053	I	401(k) Plan <sup>(3)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option <sup>(4)</sup>	\$15.78							01/22/2006	03/24/2013	Common Stock	23,256	23,256	D	
Stock Option <sup>(4)</sup>	\$15.78							01/22/2008	03/24/2013	Common Stock	6,336 <sup>(5)</sup>	6,336 <sup>(5)</sup>	D	
Stock Option <sup>(4)</sup>	\$15.78							01/22/2009	03/24/2013	Common Stock	6,336 <sup>(5)</sup>	6,336 <sup>(5)</sup>	D	

**Explanation of Responses:**

- 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.
- A portion of these shares was acquired through the Company's Employee Stock Purchase Plan. Number of shares may reflect reinvested dividends.
- Based upon information supplied as of 7/17/07 by the Plan's recordkeeper. Number of shares varies periodically based on contributions to plan.
- 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.
- Due to the 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 07/30/2007  
 \*\* 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 4 (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.