

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): February 7, 2011

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)

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 2.02 Results of Operations and Financial Condition.

On February 7, 2011, Brown & Brown, Inc. issued a press release announcing its results of operations for the fourth quarter and 2010 year-end results. 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 2.02 of this Current Report shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

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)
/S/ CORY T. WALKER

By: _____
Cory T. Walker, Chief Financial Officer

Date: February 7, 2011



February 7, 2011

News Release

Cory T. Walker
Chief Financial Officer
(386) 239-7250

**BROWN & BROWN, INC.
ANNOUNCES
A 35.9% INCREASE IN FOURTH-QUARTER NET INCOME**

(Daytona Beach and Tampa, Florida) . . . Brown & Brown, Inc. (NYSE:BRO) today announced its net income and net income per share for the fourth quarter of 2010.

Net income for the fourth quarter of 2010 was \$32,146,000, or \$0.22 per share, compared with \$23,653,000, or \$0.17 per share for the same quarter of 2009. Total revenue for the fourth quarter ended December 31, 2010 was \$229,938,000, compared with 2009 fourth-quarter revenue of \$214,162,000.

Total revenue for the twelve months ended December 31, 2010 was \$973,492,000, compared with total revenue for the twelve months ended December 31, 2009 of \$967,877,000. Net income for the twelve-month period ended December 31, 2010 was \$161,752,000, or \$1.12 per share, compared with \$153,294,000, or \$1.08 per share, for the same period of 2009.

J. Powell Brown, President and Chief Executive Officer of Brown & Brown, Inc., noted, "2010 was another challenging year and yet we continued to add value for our clients and grow our business. We are proud of all of our team members. Our fourth-quarter and annual results are a testament to the dedication of our people."

Brown & Brown, Inc., through its subsidiaries offers a broad range of insurance and reinsurance products and services. Additionally, certain Brown & Brown subsidiaries offer a variety of risk management, third party administration, and other services. Serving business, public entity, individual, trade and professional association clients nationwide, the Company is ranked by *Business Insurance* magazine as the United States' seventh largest independent insurance intermediary. The Company's Web address is www.bbinsurance.com.

This press release may contain certain statements relating to future results which are forward-looking statements, including those relating to future financial results and to acquisition opportunities. 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 results, financial condition and achievements may differ, possibly materially, from the anticipated results, financial condition and achievements 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. Some factors include: general economic conditions around the country; downward commercial property and casualty premium pressures; the effects of legislative and regulatory changes in Florida pertaining to the insurance industry, including those relating to coastal property coverages; the competitive environment; the integration of the Company's operations with those of businesses or assets the Company has acquired or may acquire in the future and the failure to realize the expected benefits of such integration; the potential occurrence of a disaster that affects certain areas of the States of California, Florida, Indiana, Michigan, New Jersey, New York, Pennsylvania, Texas and/or Washington, where significant portions of the Company's business are concentrated; and the cost and impact on the Company of previously disclosed regulatory inquiries regarding industry and Company practices with respect to compensation received from insurance carriers. 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.

Brown & Brown, Inc.
CONSOLIDATED STATEMENTS OF INCOME
(in thousands, except per share data)
(unaudited)

	For the Three Months Ended December 31		For the Twelve Months Ended December 31	
	<u>2010</u>	<u>2009</u>	<u>2010</u>	<u>2009</u>
REVENUES				
Commissions and fees	\$229,088	\$213,288	\$966,917	\$964,863
Investment income	304	216	1,326	1,161
Other income, net	<u>546</u>	<u>658</u>	<u>5,249</u>	<u>1,853</u>
Total revenues	<u>229,938</u>	<u>214,162</u>	<u>973,492</u>	<u>967,877</u>
EXPENSES				
Employee compensation and benefits	122,264	115,107	487,820	484,680
Non-cash stock-based compensation	1,615	2,115	6,845	7,358
Other operating expenses	34,595	36,382	135,851	143,389
Amortization	13,370	12,485	51,442	49,857
Depreciation	3,141	3,285	12,639	13,240
Interest	3,624	3,711	14,471	14,599
Change in estimated acquisition earn-out payables	<u>(638)</u>	<u>-</u>	<u>(1,674)</u>	<u>-</u>
Total expenses	<u>177,971</u>	<u>173,085</u>	<u>707,394</u>	<u>713,123</u>
Income before income taxes	51,967	41,077	266,098	254,754
Income taxes	<u>19,821</u>	<u>17,424</u>	<u>104,346</u>	<u>101,460</u>
Net income	\$ 32,146	\$ 23,653	\$161,752	\$153,294
Net income per share:	=====	=====	=====	=====
Basic	\$0.23	\$0.17	\$1.14	\$1.08
Diluted	<u>\$0.22</u>	<u>\$0.17</u>	<u>\$1.12</u>	<u>\$1.08</u>
Weighted average number of shares outstanding:	=====	=====	=====	=====
Basic	138,190	137,531	137,924	137,173
Diluted	<u>139,660</u>	<u>137,779</u>	<u>139,318</u>	<u>137,507</u>
Dividends declared per share	<u>\$0.08</u>	<u>\$0.0775</u>	<u>\$0.3125</u>	<u>\$0.3025</u>

Core Commissions and Fees⁽¹⁾
Three Months Ended December 31, 2010
(in thousands)
(unaudited)

	Quarter Ended 12/31/10	Quarter Ended 12/31/09	Total Net Change	Total Net Growth %	Less Acquisition Revenues	Internal Net Growth \$	Internal Net Growth %
Florida Retail	\$ 37,382	\$ 37,014	\$ 368	1.0%	\$ 1,452	\$(1,084)	(2.9)%
National Retail	74,589	71,527	3,062	4.3%	5,588	(2,526)	(3.5)%
Western Retail	<u>22,375</u>	<u>22,594</u>	<u>(219)</u>	(1.0)%	<u>2,131</u>	<u>(2,350)</u>	(10.4)%
Total Retail	<u>134,346</u>	<u>131,135</u>	<u>3,211</u>	2.4%	<u>9,171</u>	<u>(5,960)</u>	(4.5)%
Professional Programs	10,842	11,493	(651)	(5.7)%	-	(651)	(5.7)%
Special Programs	<u>30,107</u>	<u>30,417</u>	<u>(310)</u>	(1.0)%	-	<u>(310)</u>	(1.0)%
Total National Programs	<u>40,949</u>	<u>41,910</u>	<u>(961)</u>	(2.3)%	-	<u>(961)</u>	(2.3)%
Wholesale Brokerage	31,433	31,389	44	0.1%	59	(15)	0.0%
Services	<u>15,975</u>	<u>8,049</u>	<u>7,926</u>	98.5%	<u>7,987</u>	<u>(61)</u>	(0.8)%
Total Core Commissions and Fees ⁽¹⁾	\$222,703 =====	\$212,483 =====	\$10,220 =====	4.8%	\$17,217 =====	\$(6,997) =====	(3.3)%

**Reconciliation of Internal Growth Schedule
to Total Commissions and Fees
Included in the Consolidated Statements of Income
For the Three Months Ended December 31, 2010 and 2009**
(in thousands)
(unaudited)

	Quarter Ended 12/31/10	Quarter Ended 12/31/09
Total core commissions and fees ⁽¹⁾	\$222,703	\$212,483
Contingent commissions	6,385	484
Divested business	<u>-</u>	<u>321</u>
Total commission & fees	\$229,088 =====	\$213,288 =====

(1) Total core commissions and fees are our total commissions and fees less (i) profit-sharing contingent commissions (revenue derived from special revenue-sharing commissions from insurance companies based upon the volume and the growth and/or profitability of the business placed with such companies during the prior year), and (ii) divested business (commissions and fees generated from offices, books of business or niches sold by the Company or terminated).

Brown & Brown, Inc.

CONSOLIDATED BALANCE SHEETS

(in thousands, except per share data)
(unaudited)

December 31, December 31,

	<u>2010</u>	<u>2009</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 272,984	\$ 197,113
Restricted cash and investments	123,594	155,257
Short-term investments	7,678	8,213
Premiums, commissions and fees receivable	214,446	209,462
Deferred income taxes	20,076	11,791
Other current assets	<u>14,031</u>	<u>31,863</u>
Total current assets	652,809	613,699
Fixed assets, net	59,713	61,467
Goodwill	1,194,827	1,074,397
Amortizable intangible assets, net	481,900	468,862
Other assets	<u>11,565</u>	<u>5,801</u>
Total assets	<u>\$2,400,814</u>	<u>\$2,224,226</u>
	=====	=====
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Premiums payable to insurance companies	\$ 311,346	\$ 310,296
Premium deposits and credits due customers	28,509	37,715
Accounts payable	33,693	17,431
Accrued expenses and other liabilities	94,947	96,387
Current portion of long-term debt	<u>1,662</u>	<u>17,124</u>
Total current liabilities	470,157	478,953
Long-term debt	250,067	250,209
Deferred income taxes, net	146,482	115,609
Other liabilities	27,764	9,581
Shareholders' equity:		
Common stock, par value \$0.10 per share; authorized 280,000 shares; issued and outstanding 142,795 at 2010 and 142,076 at 2009	14,279	14,208
Additional paid-in capital	286,997	267,856
Retained earnings	1,205,061	1,087,805
Accumulated other comprehensive income	<u>7</u>	<u>5</u>
Total shareholders' equity	<u>1,506,344</u>	<u>1,369,874</u>
Total liabilities and shareholders' equity	<u>\$2,400,814</u>	<u>\$2,224,226</u>
	=====	=====