

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* LYDECKER CHARLIE <hr/> (Last) (First) (Middle) 220 S. RIDGEWOOD AVENUE <hr/> (Street) DAYTONA FL 32114 <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol BROWN & BROWN INC [BRO]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Former Executive Officer		
			3. Date of Earliest Transaction (Month/Day/Year) 05/28/2015			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
			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	05/28/2015		G	V	5,388	D	\$0.0000	47,499 ⁽¹⁾	D	
Common Stock, \$.10 par value (Jointly Owned)								257,412 ⁽²⁾	D	
Common Stock, \$.10 par value (PSP)								59,588 ⁽³⁾	D	
Common Stock, \$.10 par value (SIP)								133,902 ⁽⁴⁾	D	
Common Stock, \$.10 par value								13,802	I	By 401k ⁽⁵⁾
Common Stock, \$.10 par value								24	I	Children ⁽⁶⁾

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 Options ⁽⁷⁾	\$18.48							03/07/2013	02/26/2018	Common Stock, \$.10 par value	20,000	20,000	D	
Stock Options ⁽⁷⁾	\$18.48							04/15/2011	02/26/2018	Common Stock, \$.10 par value	20,000	20,000	D	
Stock Options ⁽⁷⁾	\$18.48							08/01/2013	02/26/2018	Common Stock, \$.10 par value	20,000	20,000	D	
Stock Options ⁽⁷⁾	\$18.48							11/11/2010	02/26/2018	Common Stock, \$.10 par value	14,589	14,589	D	
Stock Options ⁽⁷⁾	\$18.48							11/26/2017	02/26/2018	Common Stock, \$.10 par value	20,000	20,000 ⁽⁸⁾	D	

Explanation of Responses:

- A total of 955 were acquired through the Company's Employee Stock Purchase ("ESPP") in July 2014. Number of shares may vary due to dividend reinvestment.
- Owned jointly with spouse.
- These securities were granted pursuant to the Company's Performance Stock Plan ("PSP"). Based on the satisfaction of conditions established pursuant to the PSP, the Reporting Person has voting rights and dividend entitlement with respect to a portion of these shares based on the satisfaction of certain performance-based criteria, but full ownership will not vest until the satisfaction of additional conditions.
- These securities were granted pursuant to the Company's 2010 Stock Incentive Plan ("SIP"). Full ownership will not vest until the satisfaction of performance-based conditions established in connection with this grant.
- Based upon information supplied by the plan recordkeeper as of January 27, 2015. Number of shares varies periodically based on contributions to plan.

6. The Reporting Person disclaims beneficial ownership of securities owned by children who share the Reporting Person's household. This report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for the purpose of Section 16 or for any other purpose

7. Granted by the Compensation Committee of the Board of Directors pursuant to the Company's 2000 Incentive Stock Option Plan (the "Plan").

8. These options vest and become exercisable on November 26, 2017, unless accelerated based on satisfaction of conditions established pursuant to the Plan.

Remarks:

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Robert W. Lloyd for Charles H.

Lydecker per Power of
Attorney

02/16/2016

** 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.

LIMITED POWER OF ATTORNEY

This Statement confirms that the undersigned, Charles Lydecker (the "Insider"), has authorized and designated Robert W. Lloyd, Anthony M. Robinson, and Lisa M. Gayton, and each of them (each of the foregoing is referred to as an "Authorized Signer") to execute and file on the Insider's behalf any and all Forms 3, 4 and 5 (including any amendments thereto) that the Insider may be required to file with the United States Securities and Exchange Commission as a result of the Insider's ownership of, and transaction in, securities of Brown & Brown, Inc. (the "Company").

The authority of the Authorized Signers under this Confirming Statement shall continue until the Insider is no longer required to file Forms 3, 4 and 5 with regard to the Insider's ownership of, or transactions in, securities of the Company, unless revoked in writing. The Insider acknowledges that none of the Authorized Signers is assuming any of the Insider's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Date:

Charles Lydecker