

ANNUAL 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).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol Brown & Brown, Inc. (BRO)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Kirk Kenneth D. (Last) (First) (Middle)		3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)		Director <input type="checkbox"/> 10% Owner <input type="checkbox"/>					
				X Officer (give title below) Other (specify below) Regional Executive Vice President					
4041 N. Central Ave., Ste. 1500 (Street)		4. Statement for Month/Year December/2002		7. Individual or Joint/Group Reporting (check applicable line)					
Phoenix AZ 85012 (City) (State) (Zip)		5. If Amendment, Date of Original (Month/Year)		X Form Filed by One Reporting Person					
				Form Filed by More than One Reporting Person					
Table I 3/4 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock, \$.10 par value				1,228	A	N/A	1,228(1)	D	
Common Stock, \$.10 par value	12/23/02		G	500	D	N/A	550,371	I	Revocable trust w/Spouse
Common Stock, \$.10 par value							114,220	I	Stock Performance Plan(2)
Common Stock, \$.10 par value							768	I	401(k) Plan (3)

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

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(Over) SEC2270 (9-02)

FORM 5 (continued)														
Table II 3/4 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 Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options(a)	9.6719(b)						4/21/01	4/20/10	Common Stock	10,340	N/A		D	
							4/21/02	4/20/10	Common Stock	10,340				
							4/21/03(d)	4/20/10	Common Stock	15,764				
							4/21/04(d)	4/20/10	Common Stock	10,340				
							4/21/05(d)	4/20/10	Common Stock	10,340				
							4/21/06(d)	4/20/10	Common Stock	10,340		67,464(c)		

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 12/31/02 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") effective April 21, 2000. Consideration for granted options is grantee's performance and continued service with Company as specified in the Plan.
- (b) The original exercise price per share of \$38.6875 was adjusted to reflect the two-for-one stock splits effective August 23, 2000, and November 21, 2001, respectively.
- (c) Amount represents original grant of options to buy 16,866 shares of Company's common stock, after adjustment to reflect two-for-one stock splits effective August 23, 2000 and November 21, 2001, respectively.
- (d) Due to the satisfaction of conditions established pursuant to the Plan, 15,764 options will vest and become exercisable on 4/21/03, and an additional 10,340 will vest on each of 4/21/04, 4/21/05 and 4/21/06, subject to grantee's continued service with Company as specified in the Plan.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ KENNETH D. KIRK
[Redacted Signature] 2/12/03
 **Signature of Reporting Person Date
 KENNETH D. KIRK

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

