## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

OMB APPROVAL OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response......0.5

## 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*	2. Issuer Name and Ticker	r or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
	Brown & Bro	wn, Inc. (BRO)	X Office title be	r (give	10% Owner Other (specify below)				
Donegan, Jr. Thomas M.				Vice President and Assistant Secretary					
(Last) (First) (Middle) 401 E. Jackson St., Ste. 1700	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for Month/Day/Year  March 24, 2003	7. Individual or Joint/Group Filing (Check Applicable Line)						
		5. If Amendment,	X Form f	X Form filed by One Reporting Person  Form filed by More than One Reporting Person					
(Street)	_	Date of Original (Month/Day/Year)	Form f						
Tampa FL 33602									
(City) (State) (Zip)	Table I 3/4 Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1. Title of Security (Instr. 3)	action Deemed Date Execution Date, if any	Trans- action Code (Instr. 8)  4. Securities A or Disposed (Instr. 3, 4 a	l of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Owner- ship Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Owner- ship			
	(Month/ Day/ Year) (Month/ Day/ Year)	Code V Amount (A	r	Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	(Instr. 4)			
						Stock Performance Plan			
Common Stock, \$.10 par value	3/24/03 A	715(1) A	N/A	2,135	I				
Common Stock, \$.10 par value				291**	D				
Common Stock, \$.10 par value				124		401(k) Plan(2)			
Johnson Stock, 5.10 par value				124	+				
<u> </u>									

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).

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 control number.

(Over) SEC 1474 (9-02)

<sup>\*\*</sup>Owned jointly with spouse.

FORM 4 (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	action Date	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)				7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of deriv- ative Secur- ities Bene- ficially Owned Follow-	10. Owner-ship Form of Deri- vative Security: Direct (D) or Indirect	11. Nature of Indirect Benefi- cial Owner- ship (Instr. 4)
				Code	V	(A)	(D)	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares		ing Reported Trans- action(s) (Instr. 4)	(I) (Instr. 4)	
None															
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## Explanation of Responses:

- (1) These securities were granted pursuant to the Company's Stock Performance Plan. Until the satisfaction of conditions established pursuant to that Plan, the recipient has neither voting rights nor dividend entitlement with respect to these shares, and full ownership will not vest until the satisfaction of additional conditions.
- (2) Based upon information supplied as of 12/31/02 by the Plan's recordkeeper. Number of shares varies periodically based on contributions to plan.

	/S/ THOMAS M. DONEGAN, JR.	3/26/03
al Violations.	**Signature of Reporting Person	Date
	THOMAS M. DONEGAN, JR.	

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See18 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.

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.