FORM 10-Q
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 30, 1999.

or

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from ________________ to _______________

Commission file number 0-7201.

BROWN & BROWN, INC.

(Exact Name of Registrant as Specified in its Charter)

Florida	59-0864469
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)
220 S. Ridgewood Ave., Daytona Beach, FL	32114
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (904) 252-9601

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes X No __

The number of shares of the registrant's common stock, $.10 par value, outstanding as of July 26, 1999, was 13,591,475.

BROWN & BROWN, INC.

Index to Form 10-Q
For The Quarter Ended June 30, 1999

ITEM 1: FINANCIAL STATEMENTS

BROWN & BROWN, INC.

CONDENSED CONSOLIDATED STATEMENTS OF INCOME (Unaudited)
(In thousands, except per share data)

	For the three months ended June 30,		For the six months ended June 30,	
	1999	1998	1999	1998
REVENUES				
Commissions and fees	$41,482	$38,038	$84,752	$74,060
Investment income	558	812	1,130	1,587
Other income	63	124	97	(44)
Total revenues	42,103	38,974	85,979	75,603
EXPENSES				
Employee compensation and benefits	22,242	20,712	44,553	38,755
Other operating expenses	8,563	8,703	16,225	15,771
Amortization	1,838	1,468	3,620	2,698
Interest	125	154	285	265
Total expenses	32,768	31,037	64,683	57,489
Income before income taxes	9,335	7,937	21,296	18,114
Income taxes	3,685	3,135	8,411	7,155
NET INCOME	$ 5,650	$ 4,802	$12,885	$10,959
Other comprehensive income, net of tax:				
Unrealized gain (loss) on securities:				
Unrealized holding gain (loss), net of tax effect of ($305) and tax benefit of $438 for the three-month periods ended June 30, 1999 and 1998, respectively, and net of tax benefit of $28 and $1,431 for the six-month periods ended June 30, 1999 and 1998, respectively	478	(779)	(44)	(2,332)
Comprehensive Income	$ 6,128	$ 4,023	$12,841	$ 8,627
Basic and diluted earnings per share	$ 0.42	$ .36	$ 0.96	$ .82
Dividend declared per share	$ .11	$ .10	$ .22	$ .20
Diluted shares outstanding	13,479	13,370	13,486	13,391

See notes to condensed consolidated financial statements.

BROWN & BROWN, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands)

	(Unaudited) June 30, 1999	(Audited) December 31, 1998
ASSETS		
Cash and cash equivalents	$ 39,048	$ 42,174
Short-term investments	818	746
Premiums, commissions and fees receivable	60,144	69,186
Other current assets	7,591	9,840

Total current assets	107,601	121,946
Fixed assets, net	13,988	13,698
Intangible assets, net	87,586	79,483
Investments	10,378	10,483
Other assets	4,726	4,903
Total assets	$224,279	$230,513
LIABILITIES		
Premiums payable to insurance companies	$ 85,900	$ 89,405
Premium deposits and credits due customers	7,226	8,379
Accounts payable and accrued expenses	19,887	16,122
Current portion of long-term det	5,096	4,960
Total current liabilities	118,109	118,866
Long-term debt	4,301	17,207
Deferred income taxes	2,375	2,403
Other liabilities	6,662	7,829
Total liabilities	131,447	146,305
SHAREHOLDERS' EQUITY		
Common stock, par value $.10 per share: authorized 70,000 shares; issued 13,431 shares at 1999 and 13,498 shares at 1998	1,343	1,350
Retained earnings	85,993	77,318
Accumulated other comprehensive income	5,496	5,540
Total shareholders' equity	92,832	84,208
Total liabilities and shareholders' equity	$224,279	$230,513

See notes to condensed consolidated financial statements.

BROWN & BROWN, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
(In thousands)

	For the six months ended June 30, 1999	1998
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$ 12,885	$ 10,959
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	2,036	1,704
Amortization	3,620	2,698
Compensation expense under performance stock plan	631	339
Net (gains) losses on sales of investments, fixed assets and customer accounts	(12)	187
Premiums, commissions and fees receivable, decrease	9,042	182
Other assets, decrease (increase)	1,316	(1,327)
Premiums payable to insurance companies, (decrease) increase	(3,505)	6,881
Premium deposits and credits due customers, (decrease)	(1,153)	(824)
Accounts payable and accrued expenses, increase	3,765	1,036
Other liabilities, (decrease)	(1,297)	(829)
NET CASH PROVIDED BY OPERATING ACTIVITIES	27,328	21,006
CASH FLOWS FROM INVESTING ACTIVITIES		
Additions to fixed assets	(2,363)	(1,634)
Payments for businesses acquired, net of cash acquired	(11,086)	(23,509)
Proceeds from sales of fixed assets and customer accounts	49	213
Purchases of investments	(71)	(1,035)
Proceeds from sales of investments	32	174
NET CASH USED IN INVESTING ACTIVITIES	(13,439)	(25,791)
CASH FLOWS FROM FINANCING ACTIVITIES		
Payment on long-term debt	(14,047)	(6,691)
Exercise of stock options and issuances of stock	_	175
Purchases of stock for stock option plan, employee stock purchase plan and performance stock plan	-	(6,892)
Cash dividends paid	(2,968)	(2,653)
NET CASH USED IN FINANCING ACTIVITIES	(17,015)	(16,061)

Net decrease in cash and cash equivalents	(3,126)	(20,846)
Cash and cash equivalents at beginning of period	42,174	48,568
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 39,048	$ 27,722

See notes to condensed consolidated financial statements.

BROWN & BROWN, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

Note 1 - Basis of Financial Reporting

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions for Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. For further information, refer to the consolidated financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 1998.

Certain amounts at December 31, 1998 have been reclassified to be consistent with the current period presentation.

Results of operations for the three- and six-month periods ended June 30, 1999 are not necessarily indicative of the results that may be expected for the year ending December 31, 1999.

Note 2 - Basic and Diluted Earnings Per Share

Basic earnings per share is based upon the weighted average number of shares outstanding. Diluted earnings per share is adjusted for the dilutive effect of stock options. Earnings per share for the Company is the same on both a basic and a diluted basis.

Note 3 - Acquisitions

1999 Purchases

During the second quarter of 1999, the Company acquired substantially all of the assets of one general insurance agency in addition to acquiring several books of business.

During the first quarter of 1999, the Company acquired substantially all of the assets of the Daytona Beach, Florida office of Hilb, Rogal & Hamilton Company; The Insurance Center of Roswell, Inc. in Roswell, New Mexico; and Chancy-Stoutamire, Inc., with offices in Monticello and Perry, Florida. The Company also acquired all of the outstanding shares of the Bill Williams Agency, Inc. of St. Petersburg, Florida in the first quarter of 1999.

These acquisitions have been accounted for using the purchase method of accounting. Pro forma results of operations for the three- and six-month periods ended June 30, 1999 and June 30, 1998 resulting from these acquisitions are not materially different from the results of operations as reported. The results of operations for the acquired companies have been combined with those of the Company since their respective acquisition dates.

1998 Purchases

During the second quarter of 1998, the Company acquired substantially all of the assets of the John F. Phillips Insurance Agency, of Prescott, Arizona; Harris Insurance Services, of Las Vegas, Nevada; the Fordham Agency, of St. Petersburg, Florida; Alderman, Click & Co., of Princeton, New Jersey; Zel Schwanz & Associates, of Phoenix, Arizona; and the Fort Lauderdale office of Hilb, Rogal and Hamilton Company.

During the first quarter of 1998, the Company acquired substantially all of the assets of Arizona General Insurance of Tucson, Arizona; Boynton Brothers Insurance of Perth Amboy, New Jersey; Great Northern Insurance of Phoenix, Arizona; and the Heine-Miles Insurance Agency of Phoenix, Arizona.

These acquisitions have also been accounted for using the purchase method of accounting. The results of operations for the acquired companies have been combined with those of the Company since their respective acquisition dates. If the acquisitions had occurred at the beginning of the 1998 reporting period, the Company's results of operations would be shown in the following table. These unaudited pro forma results are not necessarily indicative of the actual results of operations that would have occurred had the acquisitions actually been made at the beginning of the 1998 reporting period.

SIX-MONTH PERIOD ENDED JUNE 30 (Unaudited),
(In thousands, except per share data)

	1998
Operating revenue	78,881
Income before income taxes	18,490
Net income	11,188
Earnings per share	0.84

1999 Poolings

The Company did not make any acquisitions using the pooling-of-interests method of accounting during either the first or second quarters of 1999.

1998 Poolings

During the second quarter of 1998, the Company issued 278,765 shares of its common stock for all of the outstanding stock of Daniel-James Insurance Agency, Inc., an Ohio corporation with offices in Perrysburg, Ohio and Indianapolis, Indiana, and for all of the outstanding membership interests of Becky-Lou Realty Limited, an Ohio limited liability company with offices in Perrysburg, Ohio. During the first quarter of 1998, the Company issued 22,500 shares of its common stock for all of the outstanding stock of Thim Insurance Agency, Inc., an Arizona corporation.

These acquisitions have been recorded using the pooling-of-interests method of accounting The Daniel-James Insurance Agency, Inc. acquisition was determined to be a material pooling and the Company's consolidated financial statements have been restated for this transaction for all prior periods. The acquisition of the Thim Insurance Agency, Inc. was determined to be immaterial and the Company's consolidated financial statements have not been restated for this transaction.

Note 4 - Long-Term Debt

The Company continues to maintain its credit agreement with a major insurance company under which $4 million (the maximum amount available for borrowings) was outstanding at June 30, 1999, at an interest rate equal to the prime lending rate plus one percent (9.00% at June 30, 1999). In accordance with the amendment to the loan agreement dated August 1, 1998, the available amount will decrease by $1 million each August beginning in 2000.

The Company also has a revolving credit facility with a national banking institution that provides for available borrowings of up to $50 million, with a maturity date of October, 2000. As of June 30, 1999, there were no borrowings against this line of credit.

Note 5 - Contingencies

The Company is not a party to any legal proceedings other than various claims and lawsuits arising in the normal course of business. Management of the Company does not believe that any such claims or lawsuits will have a material effect on the Company's financial condition or results of operations.

Note 6 - Supplemental Disclosures of Cash Flow Information

	For the six-month period ended June 30,	
(in thousands)	1999	1998
Cash paid during the period for:		
Interest	279	605
Income taxes	7,284	7,097

The Company's significant non-cash investing and financing activities are as follows:

	For the six-month period ended June 30,	
(in thousands)	1999	1998
Unrealized depreciation of available-for-sale securities net of tax benefit of $28 for 1999 and $1,431 in 1998	$ (44)	$ (2,332)
Long-term debt incurred for acquisition of customer accounts	1,277	1,192

Notes received on the sale of fixed assets and customer accounts	640	566
Common stock (cancelled)/issued in acquisitions	(130)	9,426

Note 7 - Segment Information

The Company's business is divided into four divisions: the Retail Division, which markets and sells a broad range of insurance products to commercial, professional and individual clients; the National Programs Division, which develops and administers property and casualty insurance and employee benefits coverage solutions for professional and commercial groups and trade associations nationwide; the Service Division, which provides insurance-related services such as third-party administration and consultation for workers' compensation and employee benefit self-insurance markets; and the Brokerage Division, which markets and sells excess and surplus commercial insurance primarily through non-affiliated independent agents and brokers. The Company conducts all of its operations in the United States.

Summarized financial information concerning the Company's reportable segments is shown in the following table. The "Other" column includes corporate-related items and, as it relates to segment profit, income and expense not allocated to reportable segments.

(in thousands)

Six Months Ended June 30, 1999:	Retail	Programs	Service	Brokerage	Other	Total
Total Revenues	$ 61,015	$10,832	$7,366	$ 7,403	$ (637)	$ 85,979
Interest and other investment income	913	596	109	171	(659)	1,130
Interest expense	498	-	-	-	(213)	285
Depreciation and amortization	4,137	718	194	475	132	5,656
Income (loss) before income taxes	14,816	2,418	1,190	2,632	240	21,296
Total assets	147,946	54,133	5,840	28,547	(12,187)	224,279
Capital expenditures	1,633	174	288	134	134	2,363

Six Months Ended June 30, 1998:	Retail	Programs	Service	Brokerage	Other	Total
Total Revenues	$ 49,797	$ 12,892	$ 6,701	$ 6,959	$ (746)	$75,603
Interest and other investment income	750	932	100	204	(399)	1,587
Interest expense	20	-	-	8	237	265
Depreciation and amortization	3,013	672	156	457	104	4,402
Income (loss) before income taxes	11,854	4,013	1,182	2,631	(1,566)	18,114
Total assets	116,121	53,428	4,759	28,185	66	202,559
Capital expenditures	1,151	241	139	81	22	1,634

ITEM 2: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Results of Operations

Net Income. Net income for the second quarter of 1999 was $5,650,000, or $.42 per share, compared with net income in the second quarter of 1998 of $4,802,000, or $.36 per share, an 18% increase. Net income for the six months ended June 30, 1999 was $12,885,000, or $.96 per share, compared with 1998 same-period net income of $10,959,000, or $.82 per share, an 18% increase.

Commissions and Fees. Commissions and fees for the second quarter of 1999 increased $3,444,000, or 9% from the same period in 1998. Approximately $3,230,000 of this increase represents revenues from acquired agencies, with the remainder due to new business production. Commissions and fees for the six months ended June 30, 1999 were $84,752,000 compared to $74,060,000 for the same period in 1998, a 14% increase. The 1999 increase is due to approximately $10,045,000 of revenue from acquired agencies, with the remainder due to new business production.

Investment Income. Investment income for the second quarter and six-month period ended June 30, 1999 decreased $254,000 and $457,000, respectively, from the same periods in 1998 primarily due to a decrease in available cash to invest.

Other Income. Other income primarily includes gains and losses from the sale of customer accounts and other assets. Other income for the second quarter ended June 30, 1999 decreased $61,000 over the same period in 1998.

Other income for the six-month period ended June 30, 1999 increased $141,000 over the same period in 1998, due primarily to the disposition of the assets of the Company's Charlotte, North Carolina office in the first quarter of 1998, which resulted in a loss of $518,000.

Employee Compensation and Benefits. Employee compensation and benefits increased 7% and 15%, respectively, during the three-month and six-month periods ended June 30, 1999 over the same periods in 1998. These increases primarily relate to the addition of new employees as a result of acquisitions. Employee compensation and benefits as a percentage of total revenue for the second quarter of 1999 remained constant at 53% compared to the same period last year, and increased to 52% for the six months ended June 30, 1999, compared to 51% in the same period last year.

Other Operating Expenses. Other operating expenses for the second quarter of 1999 decreased $140,000, or 2%, over the same period in 1998, primarily due to certain one-time expenses associated with acquisitions during the second quarter of 1998. Other operating expenses increased $454,000, or 3%, for the six months ended June 30, 1999, compared to the same period in 1998, primarily due to acquisitions. Other operating expenses as a percentage of total revenue decreased to 20% in the second quarter of 1999, compared to 22% in the same period in 1998, and decreased to 19% for the six months ended June 30, 1999, compared to 21% in the same period in 1998.

Amortization. Amortization increased $370,000, or 25%, and $922,000, or 34%, for the three-month and six-month periods ended June 30, 1999, respectively, over the same periods in 1998, primarily due to increased amortization from acquisitions.

Interest. Interest decreased $29,000, or 19%, for the second quarter of 1999 over the same period in 1998. Interest increased $20,000, or 8%, for the six months ended June 30, 1999 compared to

the same period in 1998, primarily due to fluctuations in the amount outstanding under the Company's line of credit.

Liquidity and Capital Resources

The Company's cash and cash equivalents of $39,048,000 at June 30, 1999 decreased by $3,126,000 from $42,174,000 at December 31, 1998. For the six-month period ended June 30, 1999, operating activities provided $27,328,000 of cash. From both this amount and existing cash balances, $14,047,000 was used for payments on long-term debt, $11,086,000 was used to acquire businesses, $2,968,000 was used for payments of dividends, and $2,363,000 was used for additions to fixed assets. The current ratio at June 30, 1999 was 0.91 compared to 1.03 as of December 31, 1998.

The Company has a revolving credit agreement with a major insurance company under which up to $4 million presently may be borrowed at an interest rate equal to the prime lending rate plus one percent (9.00% at June 30, 1999). The amount of available credit will decrease by $1 million each year beginning in August 2000 until the facility expires in August 2004. As of June 30, 1999, the maximum amount of borrowings was outstanding. The Company also has a revolving credit facility with a national banking institution that provides for available borrowings of up to $50 million, with a maturity date of October, 2000. As of June 30, 1999, there were no borrowings against this line of credit. The Company believes that its existing cash, cash equivalents, short-term investments portfolio, funds generated from operations and available credit facility borrowings are sufficient to satisfy its normal financial needs.

Year 2000 Date Conversion

Year 2000 issues relate to system failures or errors resulting from computer programs and embedded computer chips which utilize dates with only two digits instead of four digits to represent a year. A data field with two digits representing a year may result in an error or failure due to the system's inability to recognize "00" as the Year 2000. The Company is reviewing its computer systems for Year 2000 readiness and is implementing a plan to resolve existing issues.

The Company has evaluated and identified the risks of failure of its information and financial systems that may be adversely affected by Year 2000 issues. The Company is in the process of making required upgrades and other remedial measures. The Company expects to complete such implementation by September, 1999. To date, approximately $525,000 has been expended in systems upgrades directly relating to Year 2000 issues. Present estimates for further expenditures to address Year 2000 issues are between $50,000 and $250,000.

Based on its assessments to date, the Company believes it will not experience any material disruption as a result of Year 2000 issues in processing information, interfacing with key vendors, or with processing orders and billing. However, the Year 2000 issue creates risk for the Company from unforeseen problems in its own computer systems and from third parties on which the Company relies. Accordingly, the Company is requesting assurances from software vendors from which it has purchased or from which it may purchase software that the software sold to the Company will continue to correctly process date information through 2000 and beyond. In addition, the Company is querying its independent brokers and insurance carriers as to their progress in identifying and addressing problems that their computer systems may experience in correctly processing date information as the year 2000 approaches and thereafter. However, there are no assurances that the Company will identify all date-handling problems in its business systems or that the

Company will be able to successfully remedy Year 2000 compliance issues that are discovered.

To the extent that the Company is unable to resolve its Year 2000 issues prior to January 1, 2000, operating results could be adversely affected. In addition, the Company could be adversely affected if other entities (e.g., insurance carriers and independent agents through which the Company brokers business) not affiliated with the Company do not appropriately address their own Year 2000 compliance issues in advance of their occurrence. There is also risk that insureds may attempt to recover damages from the Company if their insurance policies procured with the assistance of the Company are believed by such insureds to cover Year 2000-related claims, but do not do so. The impact of these potential legal disputes cannot be reasonably estimated. The Company has developed a contingency plan for dealing with Year 2000 issues that could surface in a particular office or offices. That plan involves shifting the information systems functions from the affected office to another Company office that will be specially equipped and staffed to absorb the additional responsibilities. However, there can be no assurance that Year 2000 issues will not have a material adverse effect on the Company's business, results of operation or financial condition.

Forward-Looking Statements

From time to time, the Company may publish "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, or make oral statements that constitute forward-looking statements. These forward-looking statements may relate to such matters as anticipated financial performance of future revenues or earnings, business prospects, projected acquisitions or ventures, new products or services, anticipated market performance, compliance costs, and similar matters. The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements. In order to comply with the terms of the safe harbor, the Company cautions readers that a variety of factors could cause the Company's actual results to differ materially from the anticipated results or other expectations expressed in the Company's forward-looking statements. These risks and uncertainties, many of which are beyond the Company's control, include, but are not limited to: (i) competition from existing insurance agencies and new participants and their effect on pricing of premiums; (ii) changes in regulatory requirements that could affect the cost of doing business; (iii) legal developments affecting the litigation experience of the insurance industry; (iv) the volatility of the securities markets; (v) the potential occurrence of a major natural disaster in certain areas of the State of Florida, where the Company's business is concentrated, and (vi) general economic conditions. The Company does not undertake any obligation to publicly update or revise any forward-looking statements.

ITEM 3: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the potential loss arising from adverse changes in market rates and prices, such as interest, foreign currency exchange rates, and equity prices. The Company is exposed to market risk through its revolving credit line and some of its investments; however, such risk is not considered to be material as of June 30, 1999.

BROWN & BROWN, INC.
PART II - OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

The Company is involved in various pending or threatened proceedings by or against the Company or one or more of its subsidiaries which involve routine litigation relating to insurance risks placed by the Company, and other contractual matters. The Company's management does not believe that any such pending or threatened proceedings will have a material adverse effect on the Company's financial position or results or operations.

ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Company's Annual Meeting of Shareholders was held on April 28, 1999. At the Annual Meeting, two matters were submitted to a vote of security holders. The matters were:

1. The election of eight directors

The number of votes cast for, withheld or abstaining with respect to the election of each of the directors is set forth below:

	For	Abstain/ Withheld
J. Hyatt Brown	11,772,840	53,878
Samuel P. Bell, III	11,773,035	53,683
Bradley Currey, Jr.	11,773,035	53,683
Jim W. Henderson	11,773,035	53,683
Theodore J. Hoepner	11,773,035	53,683
David H. Hughes	11,773,035	53,683
Toni Jennings	11,772,977	53,741
Jan E. Smith	11,773,185	53,533

There were no broker non-votes with respect to the election of directors.

2. The proposal to amend the Company's Articles of Incorporation to change the Company's corporate name from "Poe & Brown, Inc." to "Brown & Brown, Inc."

The number of votes cast for, against or abstaining with respect to the proposal to change the name of the Company is set forth below:

For	11,618,497
Against	105,113
Abstain	103,108

There were no broker non-votes with respect to this proposal.

ITEM 6 - EXHIBITS AND REPORTS ON FORM 8-K

(a) EXHIBITS

Exhibit 3a - Amended and Restated Articles of Incorporation (incorporated by reference to Exhibit 3a to Form 10-Q for the quarter ended March 31, 1999)

Exhibit 3b - Amended and Restated Bylaws (incorporated by reference to Exhibit 3b to Form 10-K for the year ended December 31, 1996)

Exhibit 11 - Statement re: Computation of Basic and Diluted Earnings Per Share

Exhibit 27 - Financial Data Schedule (for SEC use only)

(b) There were no reports filed on Form 8-K during the quarter ended June 30, 1999. A report on Form 8-K was filed by the Company on August 2, 1999 to reflect the Company's adoption of a Shareholder Rights Plan on July 29, 1999.

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 thereunto duly authorized.

BROWN & BROWN, INC.

/S/ JEFFREY R. PARO

Date: August 5, 1999

Jeffrey R. Paro, Vice President,
Chief Financial Officer and Treasurer
(duly authorized officer, principal
financial officer and principal
accounting officer)

Exhibit 11 - Statement Re: Computation of Basic and Diluted Earnings Per Share (Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	1999	1998	1999	1998
BASIC EARNINGS PER SHARE				
Net Income	$ 5,650	$ 4,802	$12,885	$10,959
Weighted average shares outstanding	13,477	13,351	13,485	13,373
Basic earnings per share	$ .42	$ .36	$ .96	$ .82
DILUTED EARNINGS PER SHARE				
Weighted average number of shares outstanding	13,477	13,351	13,485	13,373
Net effect of dilutive stock options, based on the treasury stock method	2	19	1	18
Total diluted shares used in computation	13,479	13,370	13,486	13,391
Diluted earnings per share	$ .42	$ .36	$ .96	$ .82

This Schedule contains summary financial information extracted from the financial statements of Brown & Brown, Inc. for the six months ended June 30, 1999, and is qualified in its entirety by reference to such financial statements.

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JUN-30-1999
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