

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>HENDERSON JIM W</u>  (Last) (First) (Middle) <u>220 S. RIDGEWOOD AVE</u>  (Street) <u>DAYTONA BEACH FL 32114</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BROWN &amp; BROWN INC [ BRO ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and COO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/30/2005</u>	
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	08/30/2005		G	V	3,000	D	\$0	18,283 <sup>(1)</sup>	D	
Common Stock, \$.10 par value								179,224 <sup>(2)</sup>	D	
Common Stock, \$.10 par value								128,155	I	Stock Performance Plan <sup>(3)</sup>
Common Stock, \$.10 par value								153,865 <sup>(4)</sup>	I	401(k) Plan

**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	Title	Amount or Number of Shares				
Stock Options <sup>(5)</sup>	\$9.6719							04/21/2001	04/20/2010	Common Stock	10,340		10,340	D	
Stock Options <sup>(5)</sup>	\$9.6719							04/21/2002	04/20/2010	Common Stock	10,340		10,340	D	
Stock Options <sup>(5)</sup>	\$9.6719							04/21/2003	04/20/2010	Common Stock	187,416		187,416	D	
Stock Options <sup>(5)</sup>	\$9.6719							04/21/2004	04/20/2010	Common Stock	10,340		10,340	D	
Stock Options <sup>(5)</sup>	\$9.6719							04/21/2005	04/21/2010	Common Stock	10,340		10,340	D	
Stock Options <sup>(5)</sup>	\$9.6719							04/21/2006 <sup>(6)</sup>	04/20/2010	Common Stock	10,340		10,340	D	
Stock Options <sup>(5)</sup>	\$31.56							03/23/2013	03/24/2013	Common Stock	100,000 <sup>(7)</sup>		100,000	D	

**Explanation of Responses:**

- Of these shares, 709 were purchased effective 8/1/05 pursuant to the Company's Employee Stock Purchase Plan.
- These shares are owned jointly with spouse.
- These securities were granted pursuant to the Company's Stock Performance Plan. The recipient has neither voting rights nor dividend entitlement with respect to a portion of these shares, and full ownership will not vest until the satisfaction of additional conditions.
- Based upon information supplied as of 6/9/05 by the Plan's recordkeeper. Number of shares varies periodically based on contributions to plan.
- Grated by the Compensation Committee of the Board of Directors pursuant to the Company's 2000 Incentive Stock Option Plan (the "Plan"). Consideration for granted options is grantee's performance and continued service with Company as specified in the Plan.
- Due to the satisfaction of conditions established pursuant to the Plan, the vesting of these options was accelerated, so that an additional 10,340 will vest on 4/21/06, subject to grantee's continued service with the Company as specified in the Plan.
- These options vest and become exercisable on 3/23/13, unless accelerated based on satisfaction of conditions established pursuant to the Plan.

JIM W. HENDERSON

08/30/2005

\*\* 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.**