

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 |
| Estimated average burden hours per response: | 0.5 |

| | | | | | | | | |
|--|--|--|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person* <u>BROWN J POWELL</u> _____ (Last) (First) (Middle) <u>220 S RIDGEWOOD AVE</u> _____ (Street) <u>DAYTONA FL 32114</u> _____ (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol <u>BROWN & 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) <p style="text-align: center;">President and CEO</p> | | |
| | | | 3. Date of Earliest Transaction (Month/Day/Year) <u>07/21/2009</u> | | | | | |
| | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | 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 | | |

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 | 07/21/2009 | | A | | 207,040 ⁽¹⁾ | A | \$0 | 321,872 | D | |
| Common Stock, \$.10 par value | | | | | | | | 979,669 ⁽²⁾ | D | |
| Common Stock, \$.10 par value | | | | | | | | 3,413 | I | Children ⁽³⁾ |
| Common Stock, \$.10 par value | | | | | | | | 13,682 | I | 401(k) Plan ⁽⁴⁾ |

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 ⁽⁵⁾ | \$4.8359 | | | | | | | 04/21/2004 | 04/20/2010 | Common Stock | 20,680 | 20,680 | D | |
| Stock Options ⁽⁵⁾ | \$4.8359 | | | | | | | 04/21/2005 | 04/20/2010 | Common Stock | 20,680 | 20,680 | D | |
| Stock Options ⁽⁵⁾ | \$4.8359 | | | | | | | 04/21/2006 | 04/20/2010 | Common Stock | 17,960 | 17,960 | D | |
| Stock Options ⁽⁵⁾ | \$15.78 | | | | | | | 03/22/2013 | 03/23/2013 | Common Stock | 50,000 | 50,000 | D | |
| Stock Options ⁽⁵⁾ | \$18.48 | | | | | | | 11/26/2017 ⁽⁶⁾ | 02/26/2018 | Common Stock | 175,000 | 175,000 | D | |

Explanation of Responses:

- These securities were granted pursuant to the Company's Performance Stock Plan, and do not vest unless and until certain performance-based conditions are satisfied. In the case of this grant, the vesting period was extended to require 20, rather than 15, years of continued employment with the Company before full ownership of the securities can vest and the period in which the price of the Company's stock must increase by specified percentages in order to vest (the first condition of vesting) was extended from five to seven years. Once the first condition of vesting is met, the recipient has voting rights and dividend entitlement with respect to the shares as to which such condition has been satisfied.
- Number of shares may vary due to dividend reinvestment.
- Reporting person disclaims beneficial ownership of securities owned by children who share 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.
- Based upon information supplied by the Plan's recordkeeper. Number of shares varies periodically based on contributions to plan.
- Granted by the Compensation Committee of the Board of Directors pursuant to the Company's 2000 Incentive Stock Option Plan (the "Plan").
- These options vest and become exercisable on 11/26/17, unless vesting is accelerated based on satisfaction of certain performance-based conditions established pursuant to the Plan.

J. POWELL BROWN 07/23/2009

** 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.