

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

- [ ] 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

1. Name and Address of Reporting Person\*
Donegan, Jr., Thomas M.
10714 Moss Island Drive
Riverview FL 33569
2. Issuer Name and Ticker or Trading Symbol
Brown & Brown, Inc. (BRO)
6. Relationship of Reporting Person(s) to Issuer
Director
X Officer (give title below)
10% Owner
Other (specify below)
Vice President and Assistant Secretary
3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
4. Statement for Month/Year
5. If Amendment, Date of Original (Month/Year)
7. Individual or Joint/Group Reporting (check applicable line)
X Form Filed by One Reporting Person
Form Filed by More than One Reporting Person
Table I 1/4 Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
1. Title of Security (Instr. 3)
Common Stock, \$10 par value
Common Stock, \$10 par value
Common Stock, \$10 par value
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)
Amount (A) or (D) Price
5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)
124(1)
288(2)
1,420(3)
6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
I
D
I
7. Nature of Indirect Beneficial Ownership (Instr. 4)
401(k) Plan
Stock Performance Plan

\* 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)
SEC2270 (9-02)

FORM 5 (continued)
Table II 1/4 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)
(A) (D)
6. Date Exercisable and Expiration Date (Month/Day/Year)
Date Exercisable Expiration Date
7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Title Amount or Number of Shares
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)

Explanation of Responses:

Based upon information supplied as of 12/31/02 by the Plan's recordkeeper. Number of shares varies periodically based on contributions to plan.

(2) Acquired through the Company's Employee Stock Purchase Plan and jointly owned with Reporting Person's spouse. Number of shares may reflect reinvested dividends.

(3) These securities were granted 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

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

\*\*Signature of Reporting Person
THOMAS M. DONEGAN, JR.

Date

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.