

**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
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1. Name and Address of Reporting Person* <u>Masters Kenneth R</u>  (Last) (First) (Middle) 681 S PARKER ST STE 200  (Street) ORANGE CA 92868  (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Regional Executive VP</u>
	3. Date of Earliest Transaction (Month/Day/Year) 04/27/2010	
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	04/27/2010		D		12,467 <sup>(1)</sup>	D	\$0	39,658 <sup>(2)</sup>	D	
Common Stock, \$.10 par value	04/27/2010		A		12,467 <sup>(1)</sup>	A	\$0	52,125 <sup>(2)</sup>	D	
Common Stock, \$.10 par value								9,256 <sup>(3)</sup>	D	
Common Stock, \$.10 par value								86	I	Owned by Spouse <sup>(4)</sup>

**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 <sup>(5)</sup>	\$18.48							11/26/2017	02/26/2018	Common Stock		75,000	D	

**Explanation of Responses:**

- In February 2008, the reporting person was inadvertently awarded 12,467 shares under the Issuer's Performance Stock Plan (the "PSP") in excess of the maximum number of shares permitted to be awarded in a particular calendar year. In order to assure achievement of the full intent of that grant and the potential deductibility of associated expense upon vesting pursuant to Section 162(m) of the Internal Revenue Code, on April 27, 2010 the Compensation Committee replaced 12,467 shares previously awarded under the PSP with 12,467 new shares under the PSP with vesting conditions identical to those associated with the February 2008 grants.
- These securities were granted pursuant to the PSP. Based on the satisfaction of conditions established pursuant to the PSP, the Reporting Person has voting rights and dividend entitlement with respect to a portion of these shares based on the satisfaction of certain performance-based criteria, but full ownership will not vest until the satisfaction of additional conditions.
- A total of 1,674 of these shares were acquired through the Company's Employee Stock Purchase Plan in August 2008 and 1,547 in August 2009. Number of shares may reflect reinvested dividends.
- Reporting Person disclaims beneficial ownership in shares owned by Spouse of Reporting Person.
- 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 accelerated based on satisfaction of conditions established pursuant to the Plan.

LAUREL I. GRAMMIG FOR  
KENNETH R MASTERS PER 04/29/2010  
POWER OF ATTORNEY

\*\* 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.

**LIMITED POWER OF ATTORNEY**

This Statement confirms that the undersigned, **Kenneth R. Masters** (the "Insider"), has authorized and designated Laurel L. Grammig and Jennifer Hayes, and each of them (each of the foregoing is referred to as an "Authorized Signer") to execute and file on the Insider's behalf any and all Forms 3, 4 and 5 (including any amendments thereto) that the Insider may be required to file with the United States Securities and Exchange Commission as a result of the Insider's ownership of, and transaction in, securities of Brown & Brown, Inc. (the "Company").

The authority of the Authorized Signers under this Confirming Statement shall continue until the Insider is no longer required to file Forms 3, 4 and 5 with regard to the Insider's ownership of, or transactions in, securities of the Company, unless revoked in writing. The Insider acknowledges that none of the Authorized Signers is assuming any of the Insider's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

2/28/08

Date:

/s/ KENNETH R. MASTERS

Signature