

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

Form header section containing reporting person details (BELL SAMUEL P III), issuer name (BROWN & BROWN INC), transaction date (01/21/2015), and relationship to issuer (Director, 10% Owner).

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table I with 8 columns: Title of Security, Transaction Date, Deemed Execution Date, Transaction Code, Securities Acquired/Disposed, Amount, Ownership Form, and Nature of Beneficial Ownership. Entry: Common Stock, \$0.10 par value.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table II with 11 columns: Title of Derivative Security, Conversion or Exercise Price, Transaction Date, Deemed Execution Date, Transaction Code, Number of Derivative Securities, Date Exercisable and Expiration Date, Title and Amount of Securities Underlying, Price of Derivative Security, Number of derivative Securities Beneficially Owned, Ownership Form, and Nature of Indirect Beneficial Ownership.

Explanation of Responses:

Samuel P. Bell, III 01/21/2015

\*\* 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.