

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, Section 17(a) of the Public Utility
Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Henderson Jim W.		Brown & Brown, Inc. (BRO)		<input checked="" type="checkbox"/> Director		10% Owner			
(Last) (First) (Middle)		3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)		4. Statement for Month/Day/Year		7. Individual or Joint/Group Filing (Check Applicable Line)			
220 S. Ridgewood Ave.				December/2002		<input checked="" type="checkbox"/> Form filed by One Reporting Person			
(Street)				5. If Amendment, Date of Original (Month/Day/Year)		<input type="checkbox"/> Form filed by More than One Reporting Person			
Daytona Beach FL 32114									
(City) (State) (Zip)		Table I ¾ Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Trans- action 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. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Owner- ship (Instr. 4)
Common Stock, \$.10 par value	12/26/02		G	1,000	D	N/A	28,120	D	
Common Stock, \$.10 par value							179,224*	D	
									Stock Performance Plan
Common Stock, \$.10 par value							107,300(1)	I	
Common Stock, \$.10 par value							238,447(2)	I	401(k) Plan

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).

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(Over)
SEC 1474 (9-02)

* Theseshares are owned jointly with spouse.

FORM 4 (continued)		Table II ¾ 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. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr.8)	5. Number of Derivative Securities Ac- quired (A) or Dis- posed of (D) (Instr. 3, 4 and 5)	6. Date Exer- cisable and Expiration Date (Month/Day/ Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of deriv- ative Securities Beneficially Owned Following Reported Trans- action(s) (Instr. 4)	10. Owner- ship Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Owner- ship (Instr. 4)
Stock Options (a)	9.6719(b)	04/21/00		A	239,116(c)	4/21/01(d)	4/20/10	Common Stock	239,116(c)	N/A(e)	239,116(c)	D	N/A

Explanation of Responses:

(1) These securities were awarded at various dates 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.

(2) Based upon information supplied as of 12/31/01 by the Plan's recordkeeper. Number of shares varies periodically based on contributions to plan.

(a) Granted by the Compensation Committee of the Board Directors pursuant to the Company's 2000 Incentive Stock Option Plan (the "Plan").

(b) The original exercise price per share of \$38.6875 was adjusted to reflect the two-for-one stock splits effective August 23, 2000, and November 21, 2001, respectively.

(c) Amount represents original grant of options to buy 59,779 shares of Company's common stock, after adjustment to reflect two-for-one stock splits effective August 23, 2000 and November 21, 2001, respectively.

(d) 5,170 options vest and become exercisable on 4/21/01 and 4/21/02, respectively. The remaining options vest and become exercisable on 4/20/10, unless accelerated based on satisfaction of conditions established pursuant to the Plan.

(e) Consideration for granted options is grantee's performance and continued service with Company as specified in the Plan.

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

/S/ JIM W. HENDERSON [Redacted Signature]	12/26/02 [Redacted Date]
**Signature of Reporting Person JIM W. HENDERSON	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.

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