

**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>LYDECKER CHARLIE</u>  (Last) (First) (Middle) 220 SOUTH RIDGEWOOD AVENUE  (Street) DAYTONA FL 32114 BEACH  (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 Exec. VP</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/16/2004	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	12/16/2004		M		10,340	A	\$9.6719	102,977 <sup>(1)</sup>	D	
Common Stock, \$.10 par value								6,281	I	401(k) Plan <sup>(2)</sup>
Common Stock, \$.10 par value								50,850	I	Stock Performance Plan <sup>(3)</sup>
Common Stock, \$.10 par value								12	I	Children <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						Title
Stock Options <sup>(5)</sup>	\$9.6719	12/16/2004		M		10,340		04/21/2004	04/20/2010	Common Stock	10,340	\$9.6719	0	D	
Stock Options <sup>(5)</sup>	\$9.6719							04/21/2005 <sup>(6)</sup>	04/20/2010	Common Stock	10,340		10,340	D	
Stock Options <sup>(5)</sup>	\$9.6719							04/21/2006 <sup>(6)</sup>	04/20/2010	Common Stock	8,980		8,980	D	
Stock Options <sup>(5)</sup>	\$31.56							03/23/2013 <sup>(7)</sup>	03/24/2013	Common Stock	25,000		25,000	D	

**Explanation of Responses:**

- Owned jointly with spouse.
- These securities were acquired on a periodic basis pursuant to an employee benefit plan. Amounts shown are based on information supplied by the Plan's recordkeeper as of 1/23/04.
- These securities were granted pursuant to the Company's Stock Performance Plan. Until the satisfaction of conditions established pursuant to that Plan, the recipient has neither voting rights nor dividend entitlement with respect to these shares, and full ownership will not vest until the satisfaction of additional conditions.
- 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 purposes of Section 16 or for any other purpose.
- Granted by the Compensation Committee of the Board of Directors pursuant to the Company's 2000 Incentive Stock Option Plan (the "Plan"). Consideration for granted options is grantee's performance and continued service with Company as specified in the Plan.
- Due to the satisfaction of conditions established pursuant to the Plan, 10,340 options will vest and become exercisable on April 21, 2005, and 8,980 options will vest and become exercisable on April 21, 2006, subject to grantee's continued service with Company as specified in the Plan.
- These options vest and become exercisable on 3/23/13, unless accelerated based on satisfaction of conditions established pursuant to the Plan.

CHARLES LYDECKER 12/17/2004

\*\* 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.