FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

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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)

| I. Name and Address of Reporting Person* | 2. Issuer Name and Tick | er or Trac | ding S | Symbol | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | |
|---|--|---|--------|----------|-----------|--|---|--|--|--|--|--|
| | Brown & Br | own, I | nc. (| (BRO) | | Director X Officer title below | (give | 10% Owner Other (specify below) | | | | |
| Grammig Laurel L. | | | | | | Vice President and Secretary | | | | | | |
| (Last) (First) (Middle) 401 E. Jackson St., Ste. 1700 | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | 4. Statement for Month/Day/Year March 24, 2003 5. If Amendment, Date of Original (Month/Day/Year) | | | 03 | 7. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | |
| | | | | | | X Form filed by One Reporting Person | | | | | | |
| (Street) | _ | | | | | Form filed by More than One Reporting Person | | | | | | |
| Tampa FL 33602 | | | | | | | | | | | | |
| (City) (State) (Zip) | | Table I ¾ Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | |
| 1. Title of Security (Instr. 3) | 2. Trans- action Deemed Date Execution Date, if any | 3. Trans- action Code (Instr. 8) 4. Securities A or Disposed (Instr. 3, 4 a | | | sed o | f (D) | 5. Amount of Securities Beneficially Owned Following Reported | 6. Owner- ship Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial Owner- ship | | | |
| | (Month/ Day/ Day/ Year) Year) | Code | V | Amount | (A) or | Price | Transaction(s) (Instr. 3 and 4) | (I) (Instr. 4) | | | | |
| | 16.11) | ├─ | Н | | (D) | | (Institute of the last of the | (1115411 1) | (Instr. 4) Stock Performance Plan | | | |
| | | | | | | | | I | Stock 7 cro/mance 7 min | | | |
| Common Stock, \$.10 par value | 3/24/03 | A | Ш | 5,715(1) | Α | N/A | 40,895 | <u> </u> | | | | |
| Common Stock, \$.10 par value | | \vdash | H | | \vdash | | 17,495 | D | 401(k) Plan(2) | | | |
| Common Stock, \$.10 par value | | | | | | | 15,511 | I | | | | |
| | | | | | | | | | | | | |

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).

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) SEC 1474 (9-02)

| FORM 4 (continued) | Table II ¾ Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.q., 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.& | | 5. Number of ative Secu quired (A) posed of (I (Instr. 3, 4 | f Deriv- rities Ac- or Dis- D) | 6. Date I cisabl Expira Date (Mona Year) | Exer- e and | 7. Title a | Amount or Number of Shares | 8. Price of Deriv- ative Secur- ity (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) | 10. Owner-ship Form of Deri- vative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Benefi- cial Owner- ship (Instr. 4) |
| None | | | | | | | | | | | | | (Instr. 4) | | |
| | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |

Explanation of Responses:

- (1) 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.
- (2) Based upon information supplied as of 12/31/02 by the Plan's recordkeeper. Number of shares varies periodically based on contributions to plan.

/S/ LAUREL L. GRAMMIG 3/26/03

**Signature of Reporting Person Date
LAUREL L. GRAMMIG

*** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See18 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.

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