FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

OMB APPROVAL
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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)

. Name and Address of Reporting Person*										_		
- 0	2. Issuer Name and Ticker or Trading Symbol					6. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
		Brown & Brown, Inc. (BRO)					X	Director		10% Owner		
	F							Officer (give title below)		Other (specify below)		
Hoepner Theodore J.												
(Last) (First) (Middle)	3. I.R.S. Ide Number of Person, if (Voluntar	of Reporting an entity	Mo	4. Statement for Month/Day/Year January/2003			7. Individual or Joint/Group Filing (Check Applicable Line)					
4234 Harrogate Drive					5. If Amendment, Date of Original			Form filed by One Reporting Person				
(Street)			(M	lonth	/Day/Year)			Form filed	l by More than One Re	oorting Person		
Atlanta GA 30327												
(City) (State) (Zip)		T	able I ¾	i Nor	ı-Derivative	Secu	rities	Acquired, I	Disposed of, or Benefi	cially Owned		
. Title of Security (Instr. 3)	2. Transaction Date (Month/ Day/	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Trans- action Code (Instr.8		4. Securities or Dispos (Instr. 3, 4	ed of	(D) `	A) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Owner-ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Owner- ship	
	Year)	Year)				(D)			(Instr. 3 and 4)	(Instr. 4)	(Instr. 4)	
Common Stock, \$.10 par value	1/31/02		4	V	500	A	N/A		7,000	D		
				Н								
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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 34 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 Execution Date, if any Day/ Year) (Month/ Day/ Year) 3. Transaction Deemed Execution Code (Instr. 8) (Instr. 9) (Instr. 10) (Inst		Deriv- rities Ac- or Dis- D)			5, convertible securities) 7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Follow-	10. Owner-ship Form of Deri-vative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Year)	Code	V	(A)	(D)	Exer-	Expira- tion Date	Title	Amount or Number of Shares		ing Reported Trans- action(s) (Instr. 4)	(I) (Instr. 4)	
None					Щ										
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	Exp	lanation	of	Res	ponses
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** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78 ff(a).

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.

/S/ THEODORE J. HOEPNER

1/31/03

**Signature of Reporting Person Theodore J. Hoepner Date