

**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 * <b>DOWNES LINDA S</b>			2. Issuer Name and Ticker or Trading Symbol <b>BROWN &amp; BROWN INC [ BRO ]</b>			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) <b>Executive Vice President</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>07/28/2015</b>			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		
220 S. RIDGEWOOD AVE.			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>DAYTONA BEACH FL 32114</b>								
(City) (State) (Zip)								

**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	07/28/2015		M		22,000	A	\$18.48	461,355 <sup>(1)</sup>	D	
Common Stock, \$.10 par value	07/28/2015		M		22,000	A	\$18.48	483,355 <sup>(1)</sup>	D	
Common Stock, \$.10 par value	07/28/2015		M		16,589	A	\$18.48	499,944 <sup>(1)</sup>	D	
Common Stock, \$.10 par value	07/28/2015		M		16,589	A	\$18.48	516,533 <sup>(1)</sup>	D	
Common Stock, \$.10 par value	07/28/2015		F <sup>(2)</sup>		12,883	D	\$33.24	503,650 <sup>(1)</sup>	D	
Common Stock, \$.10 par value (PSP)								9,248 <sup>(3)</sup>	D	
Common Stock, \$.10 par value (SIP)								118,365 <sup>(4)</sup>	D	

**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 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	Amount or Number of Shares				
Stock Options <sup>(5)</sup>	\$18.48	07/28/2015		M			22,000	03/07/2013	02/26/2018	Common Stock, \$.10 par value	22,000	\$0.0000	0.0000	D	
Stock Options <sup>(5)</sup>	\$18.48	07/28/2015		M			16,589	04/15/2011	02/26/2018	Common Stock, \$.10 par value	16,589	\$0.0000	0.0000	D	
Stock Options <sup>(5)</sup>	\$18.48	07/28/2015		M			22,000	08/01/2013	02/26/2018	Common Stock, \$.10 par value	22,000	\$0.0000	0.0000	D	
Stock Options <sup>(5)</sup>	\$18.48	07/28/2015		M			16,589	11/11/2010	02/26/2018	Common Stock, \$.10 par value	16,589	\$0.0000	0.0000	D	
Stock Options	\$18.48							11/26/2017	02/26/2018	Common Stock, \$.10 par value	22,000		22,000 <sup>(6)</sup>	D	

**Explanation of Responses:**

- A total of 955 of these shares were acquired through the Company's Employee Stock Purchase Plan in July 2014. Number of shares may vary due to dividend reinvestment.
- Shares were withheld by the Company solely to cover the income tax withholding requirements associated with the exercise of options for 77,178 shares under the Company's 2000 Incentive Stock Option Plan.
- These securities were granted pursuant to the Company's PSP. Based on the satisfaction of conditions established pursuant to the PSP, the Reporting Person has voting rights and dividend entitlement with respect to a portion of these shares based on the satisfaction of certain performance-based criteria, but full ownership will not vest until the satisfaction of additional conditions.
- These securities were granted pursuant to the Company's 2010 Stock Incentive Plan ("SIP"). Full ownership will not vest until the satisfaction of performance-based conditions established in connection with this grant.
- Granted by the Compensation Committee of the Board of Directors pursuant to the Company's 2000 Incentive Stock Option Plan (the "Plan").

6. These options vest and become exercisable on 11/26/17, unless accelerated based on satisfaction of conditions established pursuant to the Plan.

**Remarks:**

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Robert W. Lloyd for Linda S.  
Downs per Power of Attorney. 07/30/2015

\*\* 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.**

LIMITED POWER OF ATTORNEY

This Statement confirms that the undersigned, Linda S. Downs (the "Insider"), has authorized and designated Robert W. Lloyd, Anthony M. Robinson, and Lisa M. Gayton, and each of them (each of the foregoing is referred to as an "Authorized Signer") to execute and file on the Insider's behalf any and all Forms 3, 4 and 5 (including any amendments thereto) that the Insider may be required to file with the United States Securities and Exchange Commission as a result of the Insider's ownership of, and transaction in, securities of Brown & Brown, Inc. (the "Company"). The authority of the Authorized Signers under this Confirming Statement shall continue until the Insider is no longer required to file Forms 3, 4 and 5 with regard to the Insider's ownership of, or transactions in, securities of the Company, unless revoked in writing. The Insider acknowledges that none of the Authorized Signers is assuming any of the Insider's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Date:

Linda S. Downs