

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 19, 2005

BROWN & BROWN, INC.

(Exact name of registrant as specified in its charter)

Florida	0-7201	59-0864469
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

220 South Ridgewood Avenue, Daytona Beach, Florida 32114

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(386) 252-9601**

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Entry into Material Definitive Agreement.

Item 1.01

On October 19, 2005, Brown & Brown, Inc. (the "Company"), a Florida corporation, entered into a material amendment (the "Amendment") to the Rights Agreement (the "Rights Agreement"), originally dated as of July 30, 1999, between the Company and Wachovia Bank, N.A., formerly known as First Union National Bank, as rights agent ("Rights Agent"), accelerating the final expiration date of the outstanding rights to purchase shares of the Company's Common Stock (the "Rights"). The Amendment, which is attached hereto as Exhibit 4.1 and incorporated herein by reference, accelerates the Expiration Date of the Rights from July 30, 2009, as initially provided under the Shareholder Rights Plan, to October 19, 2005. The Shareholder Rights Plan will be terminated upon the expiration of the Rights, thereby eliminating the Shareholder Rights Plan altogether.

Item 3.03 Material Modification to Rights of Security Holders.

On October 19, 2005, the Company's board of directors (the "Board") voted unanimously to amend the Rights Plan. On this same date, the Company issued a press release announcing the amendment of the Rights Agreement described above in Item 1.01. As a result of the Amendment, the Company's outstanding Rights expired at the close of business on October 19, 2005, and the Shareholder Rights Plan pursuant to which the Rights were issued will be of no further force or effect.

The Board resolution adopting the Amendment specifically considered that it may later be in the best interests of the Company and shareholders to adopt another rights agreement or similar agreement.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>EXHIBIT</u>	<u>DESCRIPTION</u>
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4.1	Amendment No. 1 to the Rights Agreement dated October 19, 2005, between the Company and Wachovia Bank, N.A., formerly known as First Union National Bank.
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99.1	Press Release dated October 19, 2005 announcing the termination of the Company's Shareholder Rights Plan.
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Brown & Brown, Inc.

(Registrant)

Date: October 25, 2005

By: /s/ Cory T. Walker

Cory T. Walker, Chief Financial Officer

EXHIBIT 4.1

AMENDMENT NO. 1 TO RIGHTS AGREEMENT

This Amendment No. 1 to Rights Agreement (this "Amendment No. 1") is entered into as of October 19, 2005, between Brown & Brown, Inc., a Florida corporation (the "Company"), and Wachovia Bank, N.A., formerly known as First Union National Bank (the "Rights Agent"). Unless otherwise defined in this Amendment No. 1, all capitalized terms have the respective meanings ascribed to such terms in the Rights Agreement between the Company and the Rights Agent dated as of July 30, 1999 (the "Rights Agreement").

Background

The Company and the Rights Agent are parties to the Rights Agreement, pursuant to which the Company authorized and declared a dividend distribution of one Right for each outstanding share of Common Stock, which at the time of issuance of the Rights, entitled the holders of such Rights to purchase from the Company one share of Common Stock of the Company upon the terms and subject to the conditions set forth in the Rights Agreement.

Pursuant to Section 27 of the Rights Agreement, before the Distribution Date, the Company and the Rights Agent shall, if the Company so directs, supplement or amend any provision of the Rights Agreement without the approval of any holders of certificates representing shares of Common Stock.

Accordingly, in consideration of the premises and the mutual agreements set forth in this Amendment No. 1, the parties agree as follows:

Terms

1. Amendment. Section 7(a) of the Rights Agreement is hereby amended and restated as follows:

Subject to Section 7(e), the registered holder of any Rights Certificate may exercise the Rights evidenced thereby (except as this Agreement otherwise provides, including restricting exercisability as described in Section 9(c), Section 11(a)(iii), and Section 23(a)), in whole or in part at any time after the Distribution Date upon surrender of the Rights Certificate, with the form of election to purchase and the certificate on the reverse side of the Rights Certificate duly executed, to the Rights Agent at the principal office or offices of the Rights Agent designated for such purpose, together with payment of the aggregate Purchase Price with respect to the total number of shares of Common Stock (or other securities, cash, or assets, as the case may be) as to which such surrendered Rights are then exercisable, at or before the earlier of (i) the close of business on October 19, 2005 (the "Final Expiration Date"), (ii) the time at which the Rights are redeemed as provided in Section 23, (iii) the time at which such Rights are exchanged as provided in Section 24 (the earlier of (i), (ii), and (iii) is referred to in this Agreement as the "Expiration Date").

2. Effective Date. This Amendment No. 1 shall be deemed effective on the date of this Amendment No. 1.

3. Governing Law. This Amendment No. 1 shall be deemed to be a contract made under the laws of the State of Florida and for all purposes will be governed by and construed in accordance with the laws of Florida applicable to contracts to be made and performed entirely within Florida.

4. Counterparts. This Amendment No. 1 may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.

5. No Other Changes. Except as specifically amended above, the Rights Agreement will remain in full force and effect.

IN WITNESS WHEREOF, the parties to this Amendment No. 1 have caused this Amendment No. 1 to be duly executed, all as of the day and year first written above.

BROWN & BROWN, INC.,
a Florida corporation

By: /s/ LAUREL L. GRAMMIG
Name: LAUREL L. GRAMMIG
Title: VICE PRESIDENT

WACHOVIA BANK, N.A., formerly
known as FIRST UNION NATIONAL BANK



News Release

Cory T. Walker

Chief Financial Officer

(386) 239-7250

October 19, 2005

**BROWN & BROWN, INC. ANNOUNCES A
TWO-FOR-ONE STOCK SPLIT, A 25 % INCREASE IN ITS QUARTERLY CASH DIVIDEND AND THE
TERMINATION OF THE COMPANY'S SHAREHOLDER RIGHTS PLAN**

(Daytona Beach and Tampa, Florida) . . . The Board of Directors of Brown & Brown, Inc. (NYSE:BRO), at its regularly scheduled meeting on October 19, 2005, voted a two-shares for one-share stock split of Brown & Brown's common stock, to be effected as a 100% common stock dividend, with additional shares to be distributed November 28, 2005 to shareholders of record on November 2, 2005. At the same time, before taking into account the split, the Board also voted to increase the quarterly cash dividend rate to \$0.10 per share, a 25% increase from the current rate of \$0.08 per share, with the first payment at the new dividend rate to be made on November 16, 2005, to shareholders of record on November 2, 2005.

Concurrent with these actions, the Board of Directors also unanimously approved the termination of the Company's shareholder rights plan, often referred to as a "poison pill." While a shareholder rights plan may be appropriate to have under certain circumstances, the Board concluded that it was not needed at this time, particularly in light of the current trend towards more shareholder-focused corporate governance practices. The decision was not made based on any anticipated business transaction.

Brown & Brown, Inc. and its subsidiaries offer a broad range of insurance and reinsurance products and services, as well as risk management, third party administration, and managed health care programs. Providing service to business, public entity, individual, trade and professional association clients nationwide, the Company is ranked by Business Insurance magazine as the United States' seventh largest independent insurance intermediary. The Company's Web address is www.bbinsurance.com.

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