

KIRK KENNETH D
Form 4
April 17, 2003

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

OMB APPROVAL
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[] Check this box if no longer
subject to Section 16. Form 4
or
Form 5 obligations may
continue.
See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP**

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)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Kirk Kenneth D. (Last) (First) (Middle) 4041 N. Central Ave., Ste. 1500 (Street) Phoenix AZ 85012 (City) (State) (Zip)			Brown & Brown, Inc. (BRO)			☐ Director ☐ 10% Owner ☒ Officer (give title below) ☐ Other (specify below) Regional Executive Vice President		
3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)			4. Statement for Month/Day/Year			7. Individual or Joint/Group Filing (Check Applicable Line)		
			April 15, 2003			☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person		
			5. If Amendment, Date of Original (Month/Day/Year)					
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)	
Common Stock, \$.10 par value					125,650	I	Stock Performance Plan (1)	
Common Stock, \$.10 par value					1,228	D		
Common Stock, \$.10 par value	4/15/03		\$	500 D	\$35.51			
Common Stock, \$.10 par value	4/15/03		\$	6,500 D	\$35.52			
Common Stock, \$.10 par value	4/15/03		\$	400 D	\$35.53			
Common Stock, \$.10 par value	4/15/03		\$	2,800 D	\$35.54			
Common Stock, \$.10 par value	4/15/03		\$	600 D	\$35.55			
Common Stock, \$.10 par value	4/15/03		\$	800 D	\$35.56			
Common Stock, \$.10 par value	4/15/03		\$	300 D	\$35.57			
Common Stock, \$.10 par value	4/15/03		\$	100 D	\$35.59			
Common Stock, \$.10 par value	4/15/03		\$	800 D	\$35.60			
Common Stock, \$.10 par value	4/15/03		\$	500 D	\$35.65			
Common Stock, \$.10 par value	4/15/03		\$	100 D	\$35.70			
Common Stock, \$.10 par value	4/15/03		\$	1,600 D	\$35.74	535,371	I	Irrevocable Trust w/ Spouse
Common Stock, \$.10 par value					768	I	401(k) Plan(2)	

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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).

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(Over)
SEC 1474
(9-02)

FORM 4 (continued)	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. Conver- sion or Exercise Price of Deri- vative Security	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)		5. Number of Deriv- ative Securities Acquired (A) or Dis- posed of (D) (Instr. 3, 4 and 5)		6. Date Exer- cisable and Expiration Date (Month/Day/ Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of deriv- ative Secur- ities Bene- ficially Owned Follow- ing Reported Trans- action(s) (Instr. 4)	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)
Stock Options(a)	\$ 9.6719							4/21/01	4/20/10	Common Stock	10,340			D	
	9.6719							4/21/02	4/20/10	Common Stock	10,340			D	
	9.6719							4/21/03(b)	4/20/10	Common Stock	15,764			D	
	9.6719							4/21/04(b)	4/20/10	Common Stock	10,340			D	
	9.6719							4/21/05(b)	4/20/10	Common Stock	10,340			D	
	9.6719							4/21/06(b)	4/20/10	Common Stock	10,340			D	
	31.56							3/23/13(c)	3/24/13	Common Stock	56,700		124,164	D	

Explanation of Responses:

(1) Granted pursuant to the Company's Stock Performance Plan. Ownership will not vest until the satisfaction of conditions established pursuant to that Plan.

(2) Based upon information supplied as of 12/31/02 by the plan administrator, the number of shares owned is periodically based on contributions to plan.

(a) Granted by the Compensation Committee of the Board 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.

(b) Due to the satisfaction of conditions established pursuant to the Plan, 15,764 options will vest and become exercisable on 4/21/03, and an additional 10,340 will vest on each of 4/21/04, 4/21/05 and 4/21/06, subject to grantee's continued service with Company as specified in the Plan.

(c) These options vest and become exercisable on 3/23/13, unless accelerated based on satisfaction of conditions established pursuant to the Plan.

/S/ KENNETH D. KIRK

4/16/03

**

**Signature of Reporting Person

Date

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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. 78ff(a).

KENNETH D. KIRK

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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