

BOONE SAM R JR  
Form 4  
February 17, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 OF SECURITIES**

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 \*  
BOONE SAM R JR

2. Issuer Name and Ticker or Trading Symbol  
BROWN & BROWN INC [BRO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

220 S RIDGEWOOD AVE

12/21/2009

Regional Executive VP

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

DAYTONA BEACH, FL 32114

(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	12/21/2009		S	25,073 D \$ 17.94	0	I	401(k)
Common Stock, \$.10 par value	12/24/2009		S	4,519 D \$ 18.4	5,126	I	Spouse <sup>(1)</sup>
Common Stock, \$.10 par value					59,770	D <sup>(2)</sup>	
Common Stock, \$.10					3,320	D <sup>(3)</sup>	



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417 shares were acquired through the Company's Employee Stock Purchase Plan in August 2009, and 2,499 granted Performance Stock Plan shares. Reporting Person disclaims beneficial ownership in shares owned by Reporting Person's spouse.

- (2) A total of 417 of these shares were acquired through the Company's Employee Stock Purchase Plan in August 2009. Number of shares may reflect reinvested dividends.
- (3) Owned jointly with spouse.

These securities were granted at various dates pursuant to the Company's Performance Stock Plan. Based on the satisfaction of certain

- (4) performance-based conditions contained in that Plan, the recipient may have voting rights and dividend entitlements with respect to a portion of these shares, but full ownership will not vest until the satisfaction of additional conditions.

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.