#### **BROWN & BROWN INC**

Form 4

February 29, 2008

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

GRAMMIG LAUREL L		Symbol					Issuer					
			BROW	N & BR	OWN IN	C [BI	RO]	(Check all applicable)				
(Last) (First) (Middle)					Transaction							
3101 W MARTIN LUTHER KING JR BLVD, STE 400			(Month/Day/Year) 02/27/2008					Director 10% Owner _X Officer (give title Other (specify below)  VP, Sec. and General Counsel				
(Street)			4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
TAMBA EL 22607			Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
TAMPA, FL 33607								Person				
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secur	ities A	cquired, Dispose	d of, or Benef	icially Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		n Date, if	Code (Instr. 8)	4. Securit on(A) or Di (D) (Instr. 3,	sposed	of	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	02/27/2008			A	21,645	A	\$ 0	101,149	I	Stock Performance Plan (1)		
Common Stock, \$.10 par value								42,817	D			
Common Stock, \$.10 par value								39,395	I	401(k) Plan		

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<ol> <li>Title of</li> </ol>	2.	3. Transaction Date	3A. Deemed	4.	4	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ction	Number	Expiration D	ate	Amou	int of	Derivative	
Security	or Exercise		any	Code	(	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	3) I	Derivative			Secur	ities	(Instr. 5)	
	Derivative					Securities			(Instr.	3 and 4)		
	Security				1	Acquired						
	•				(	(A) or						
					]	Disposed						
					(	of (D)						
					(	(Instr. 3,						
					4	4, and 5)						
										Amount		
							Date	Expiration	m: .1	or		
							Exercisable	Date	Title	Number		
				G 1	T 7	(A) (B)				of		
				Code	V (	(A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GRAMMIG LAUREL L 3101 W MARTIN LUTHER KING JR BLVD STE 400 TAMPA, FL 33607

VP, Sec. and General Counsel

#### **Signatures**

LAUREL L GRAMMIG 02/29/2008

\*\*Signature of Reporting Date
Person

### **Explanation of Responses:**

- \* 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).
- These securities were granted at various dates pursuant to the Company's Stock Performance Plan. Based on the satisfaction of conditions (1) established pursuant to that Plan, the Reporting Person has 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.
- (2) Based upon information supplied as of 2/26/08 by the Plan's recordkeeper. Number of shares varies periodcially based on contributions to plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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