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

Form 4

February 29, 2008

### FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

3235-0287

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LYDECKER CHARLIE			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	(Check an applicable)		
220 S RIDGEV	WOOD AV	E	(Month/Day/Year) 02/27/2008	Director 10% Owner _X Officer (give title Other (specify below)  Regional Executive VP		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
DAYTONA BEACH, FL 32114			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

DAYTON	A BEACH, FL 32	114	Person				
(City)	(State)	(Zip) Tab	le I - Non-	Derivative Securities A	cquired, Dispose	d of, or Benef	icially Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	or(A) or Disposed of	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(D)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Direct (D)	Ownership
					Following	or Indirect	(Instr. 4)
				(A)	Reported	(I)	

		Coo	le V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock, \$.10 par value	02/27/2008	A		43,290	A	\$ 0	141,562	I	Stock Performance Plan (1)
Common									

Common		
Stock,	211,413 <sup>(2)</sup>	D
\$.10 par	211,413 (-)	ט
value		

Common Stock, 401(k) Plan 13,328 I (3) \$.10 par value

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Common

value

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)

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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	rivative Expiration Date curities (Month/Day/Year) quired (A) or sposed of (D)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amous Number Shares
Stock Options	\$ 15.78					03/23/2013	03/24/2013	Common Stock	50,0
Stock Options	\$ 18.48	02/27/2008		A	100,000	11/26/2017 <u>(6)</u>	02/26/2018	Common Stock	100,0

## **Reporting Owners**

Reporting Owner Name / Address	Relationships
Reporting Owner Maine / Address	

Director 10% Owner Officer Other

LYDECKER CHARLIE 220 S RIDGEWOOD AVE DAYTONA BEACH, FL 32114

Regional Executive VP

### **Signatures**

**CHARLES** 

LYDECKER 02/29/2008

\*\*Signature of Reporting
Person

Date

Reporting Owners 2

# **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 pursuant to the Company's Stock Performance Plan. Based on the satisfaction of conditions contained in (1) 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) Owned jointly wiht spouse.
- (3) Based upon information supplied as of 2/26/08 by the Plan's recordkeeper. Number of shares varies periodically based on contributions to plan.
- Reporting person disclaims beneficial ownership of securities owned by children who share reporting person's household. This report

  (4) shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purpose of Section 16 or for any other purpose.
- (5) 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.

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.