

BROWN J POWELL
Form 4
March 26, 2003

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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) | | | |
| Brown J. Powell | | | Brown & Brown, Inc. (BRO) | | | Director | | | |
| | | | | | | 10% Owner | | | |
| (Last) (First) (Middle) | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | | | 4. Statement for Month/Day/Year | | | |
| 2600 Lake Lucien Dr., Ste. 330 | | | March 24, 2003 | | | 7. Individual or Joint/Group Filing (Check Applicable Line) | | | |
| (Street) | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | Form filed by One Reporting Person | | | |
| Orlando FL 32751 | | | | | | Form filed by More than One Reporting Person | | | |
| (City) (State) (Zip) | | | Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | |
| 1. Title of Security (Instr. 3) | | 2. Transaction Date | 2A. Deemed Execution Date, if any | 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) |
| | | (Month/Day/Year) | (Month/Day/Year) | Code V | Amount | (A) or (D) | Price | | |
| Common Stock, \$.10 par value | | 3/24/03 | | A | 8,570(1) | A | N/A | 34,780 | I |
| Common Stock, \$.10 par value | | | | | | | | 470,793 | D |
| Common Stock, \$.10 par value | | | | | | | | 4,844 | I |
| Common Stock, \$.10 par value | | | | | | | | 1,295 | I |
| | | | | | | | | | Stock Performance Plan |
| | | | | | | | | | 401(k) Plan(2) |
| | | | | | | | | | Children(3) |

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. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 3) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Options(a) | \$ 9.6719 | | | | | | | 4/21/03(b) | 4/20/10 | Common Stock | 10,340 | | | 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 | 8,980 | | | D | |
| | \$31.56 | 3/24/03 | | A | | 25,000(c) | | 3/23/13(b) | 3/24/13 | Common Stock | 25,000 | 65,000 | | D | |
| | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |

Explanation of Responses:

- (1) These securities were granted at various dates throughout the year pursuant to the Company's Stock Performance Plan based on the satisfaction of conditions contained in that Plan. The recipient has voting rights and dividend entitlements with respect to these shares, but full ownership will not vest until the satisfaction of additional conditions.
- (2) These securities were acquired on a periodic basis pursuant to an employee benefit plan.
- (3) Reporting person disclaims beneficial ownership of securities owned by children who share reporting person's household. This report 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.
 - (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, 10,340 options will vest and become exercisable on each of April 21, 2003, 2004, and 2005, and 8,980 options will vest and become exercisable on April 21, 2006, 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.

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/S/ J. POWELL BROWN

3/26/03

**

Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**Signature of Reporting Person

J. POWELL BROWN

Date

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.