

HENDERSON JIM W
Form 4
December 21, 2006

FORM 4

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

OMB APPROVAL

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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 *
HENDERSON JIM W

(Last) (First) (Middle)

220 S RIDGEWOOD AVE

(Street)

DAYTONA BEACH, FL 32114

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

BROWN & BROWN INC [BRO]

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

12/19/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President and COO

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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	12/19/2006		G	V 1,500 D \$ 0	32,419 ⁽¹⁾	D	
Common Stock, \$.10 par value					358,448 ⁽²⁾	D	
Common Stock, \$.10 par value					256,310	I	Stock Performance Plan ⁽³⁾

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Common
Stock,
\$.10 par
value

250,000 ⁽⁴⁾ I

401(k) Plan

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

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(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. Transaction Code (Instr. 8)	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. P Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options ⁽⁵⁾	\$ 4.836					04/21/2001	04/20/2010	Common Stock	20,680
Stock Options ⁽⁵⁾	\$ 4.836					04/21/2002	04/20/2010	Common Stock	20,680
Stock Options ⁽⁵⁾	\$ 4.836					04/21/2003	04/20/2010	Common Stock	374,832
Stock Options ⁽⁵⁾	\$ 4.836					04/21/2004	04/20/2010	Common Stock	20,680
Stock Options ⁽⁵⁾	\$ 4.836					04/21/2005	04/20/2010	Common Stock	20,680
Stock Options ⁽⁵⁾	\$ 4.836					04/21/2006	04/20/2010	Common Stock	20,680
Stock Options ⁽⁵⁾	\$ 15.78					01/22/2006	03/24/2013	Common Stock	180,992

