

HENDERSON JIM W  
Form 4  
December 19, 2005

**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)

12/16/2005

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)
Common Stock, \$.10 par value	12/16/2005		G	V 2,000 D \$ 0	34,566 <sup>(1)</sup>	D	
Common Stock, \$.10 par value					358,448 <sup>(1)</sup> <sub>(2)</sub>	D	
Common Stock, \$.10 par value					256,310 <sup>(1)</sup>	I	Stock Performance Plan <sup>(3)</sup>

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Common Stock, \$ .10 par value 307,730 <sup>(1)</sup>  
(4) I 401(k) Plan

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.**

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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. Amount or Number of Shares
Stock Options <u>(5)</u>	\$ 4.836					04/21/2001 04/20/2010	Common Stock	20,680 <u>(1)</u>
Stock Options <u>(5)</u>	\$ 4.836					04/21/2002 04/20/2010	Common Stock	20,680 <u>(1)</u>
Stock Options <u>(5)</u>	\$ 4.836					04/21/2003 04/20/2010	Common Stock	374,832 <u>(1)</u>
Stock Options <u>(5)</u>	\$ 4.836					04/21/2004 04/20/2010	Common Stock	20,680 <u>(1)</u>
Stock Options <u>(5)</u>	\$ 4.836					04/21/2005 04/20/2010	Common Stock	20,680 <u>(1)</u>
Stock Options <u>(5)</u>	\$ 4.836					04/21/2006 <sup>(6)</sup> 04/20/2010	Common Stock	20,680 <u>(1)</u>
Stock Options <u>(5)</u>	\$ 15.78					03/23/2013 03/24/2013	Common Stock	200,000 <u>(7)</u>

