

GRAMMIG LAUREL L  
Form 5  
February 10, 2003

**FORM 5**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

OMB APPROVAL  
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**ANNUAL 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).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

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

1. Name and Address of Reporting Person*  <b>Grammig      Laurel      L.</b>  (Last)                      (First)                      (Middle)  <b>401 E. Jackson St., Ste. 1700</b>  (Street)  <b>Tampa    FL      33602</b>  (City)                      (State)                      (Zip)			2. Issuer Name and Ticker or Trading Symbol  <p style="text-align: center;"><b>Brown &amp; Brown, Inc. (BRO)</b></p>			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
						<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%;"><input type="checkbox"/> Director</td> <td style="width: 33%;"><input type="checkbox"/> 10% Owner</td> <td style="width: 33%;"></td> </tr> <tr> <td><input checked="" type="checkbox"/> Officer (give title below)</td> <td colspan="2">Other (specify below)</td> </tr> </table> <p style="text-align: center;"><b>Vice President and Secretary</b></p>			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner									
<input checked="" type="checkbox"/> Officer (give title below)	Other (specify below)									
3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)			4. Statement for Month/Year  <p style="text-align: center;"><b>December/2002</b></p>			7. Individual or Joint/Group Reporting (check applicable line)				
			5. If Amendment, Date of Original (Month/Year)			<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%;"><input checked="" type="checkbox"/> Form Filed by One Reporting Person</td> <td style="width: 33%;"><input type="checkbox"/> Form Filed by More than One Reporting Person</td> <td style="width: 33%;"></td> </tr> </table>			<input checked="" type="checkbox"/> Form Filed by One Reporting Person	<input type="checkbox"/> Form Filed by More than One Reporting Person
<input checked="" type="checkbox"/> Form Filed by One Reporting Person	<input type="checkbox"/> Form Filed by More than One Reporting Person									
<b>Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>										
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 at end of Issuer's Fiscal Year (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					695(1)	A	N/A	17,495	D	
Common Stock, \$.10 par value								35,180	I	Stock Performance Plan(2)
Common Stock, \$.10 par value								15,511	I	401(k) Plan(3)

\*

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If the form is filed by more than one reporting person, see instruction 4(b)(v).

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(Over)  
SEC2270  
(9-02)

<b>FORM 5 (continued)</b>	<b>Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)</b>													
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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
None.														

**Explanation of Responses:**

- (1) Acquired through the Company's Employee Stock Purchase Plan. Number of shares may reflect reinvested dividends.
- (2) These securities were awarded at various dates pursuant to the Company's Stock Performance Plan based upon the satisfaction of conditions contained in that Plan. The recipient has voting rights and dividend entitlement with respect to these shares, but full ownership will not vest until the satisfaction of additional conditions.
- (3) Based upon information supplied as of 12/31/02 by the Plan's recordkeeper. Number of shares varies periodically based on contributions to plan.

/S/ LAUREL L. GRAMMIG

2/10/03

[Redacted Signature]

[Redacted Date]

\*\* 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

Date

LAUREL L. GRAMMIG

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Note: File three copies of this Form, one of which must be manually signed.

If space is insufficient, *see* Instruction 6 for procedure.

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