BROWN HUGH M Form 4 January 21, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

par value

| 1. Name and Address of Reporting Person * BROWN HUGH M | | | 2. Issuer Name and Ticker or Trading Symbol BROWN & BROWN INC [BRO] | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--|----------|----------|---|---|--|--|--|
| (Last) (First) | | (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | | |
| | | | (Month/Day/Year) | X Director 10% Owner | | | |
| 3740 RANEY ROAD | | | 01/19/2005 | Officer (give title below) Other (specify below) | | | |
| (| (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| | | | Filed(Month/Day/Year) | Applicable Line) | | | |
| TITUSVILLE, FL 32780 | | | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zin) | | | | | |

| (City) | (State) | Table Table | l - Nor | 1-De | erivative S | ecurit | ties Acc | quired, Disposed | of, or Beneficia | lly Owned |
|--------------|---------------------|--------------------|---------|------|-------------|-----------|----------|------------------|------------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | | 4. Securi | ties | | 5. Amount of | 6. Ownership | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | Transa | ctio | nAcquired | (A) o | r | Securities | Form: Direct | Indirect |
| (Instr. 3) | | any | Code | | Disposed | of (D |) | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. | 8) | (Instr. 3, | 4 and | 5) | Owned | Indirect (I) | Ownership |
| | | | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | | | (4) | | Reported | | |
| | | | | | | (A) | | Transaction(s) | | |
| | | | Code | V | Amount | or (D) | Price | (Instr. 3 and 4) | | |
| Common | | | | | | | | | | |
| Stock, \$.10 | 01/19/2005 | | A | V | 500 | A | \$0 | 1,000 | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exerc | | 7. Titl | | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|------------|---------|----------|-------------|----------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | ınt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ities | (Instr. 5) | Bene |
| | Derivative | | • | | Securities | 3 | | (Instr. | 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | (2.11541 |
| | | | | | 4, and 5) | | | | | | |
| | | | | | i, and 3) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Data | Evaluation | | or | | |
| | | | | | | Date | Expiration | Title | Number | | |
| | | | | | | Exercisable | Date | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| BROWN HUGH M | | | | | | | | |
| 3740 RANEY ROAD | X | | | | | | | |
| TITUSVILLE, FL 32780 | | | | | | | | |

Signatures

/s/ Hugh M.
Brown

**Signature of Reporting Person

Date

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).

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.

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