

BROWN & BROWN INC  
 Form 5  
 February 04, 2003

**FORM 5**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, DC 20549

OMB APPROVAL  
 OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden  
 hours per  
 response.....1.0

**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).

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

[ ] Form 3 Holdings Reported

[ ] Form 4 Transactions Reported

|  |   |   |  |   |
|--|---|---|--|---|
| 1. Name and Address of Reporting Person*<br><br><b>Riedman John R.</b> | 2. Issuer Name and Ticker or Trading Symbol<br><br><b>Brown &amp; Brown, Inc. (BRO)</b> |   | 6. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable) |   |
|  |   |   | <input checked="" type="checkbox"/> Director                               | <input type="checkbox"/> 10% Owner                                    |
|  |   |   | <input type="checkbox"/> Officer (give title below)                        | <input type="checkbox"/> Other (specify below)                        |
| (Last) (First) (Middle)<br><br><b>1125 West Side Drive</b>             | 3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)           | 4. Statement for Month/Year<br><br><b>December/2002</b> | 7. Individual or Joint/Group Reporting (check applicable line)             |   |
| (Street)<br><br><b>Rochester NY 14624</b>                              |   |   | <input checked="" type="checkbox"/> Form Filed by One Reporting Person     | <input type="checkbox"/> Form Filed by More than One Reporting Person |
| (City) (State) (Zip)   | <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) |
|--------------------------------------|--------------------------------------|--|-------------------------------|---|------------|------------|--|--|---|
|                                      |                                      |  |                               | Amount  | (A) or (D) | Price      |  |  |   |
| <b>Common Stock, \$.10 par value</b> |                                      |  |                               | <b>680</b>  | <b>A</b>   | <b>N/A</b> | <b>21,180(1)</b>   | <b>D</b>   |   |
|                                      |                                      |  |                               |   |            |            |  |  |   |
|                                      |                                      |  |                               |   |            |            |  |  |   |
|                                      |                                      |  |                               |   |            |            |  |  |   |
|                                      |                                      |  |                               |   |            |            |  |  |   |
|                                      |                                      |  |                               |   |            |            |  |  |   |
|                                      |                                      |  |                               |   |            |            |  |  |   |

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

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displays a currently valid OMB control number.

| FORM 5<br>(continued)                      | Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(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. 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 |  |   |   |  |
|  |   |                                      |  |                                |  |     |  |                 |   |                            |  |   |   |  |
|  |   |                                      |  |                                |  |     |  |                 |   |                            |  |   |   |  |
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|  |   |                                      |  |                                |  |     |  |                 |   |                            |  |   |   |  |
|  |   |                                      |  |                                |  |     |  |                 |   |                            |  |   |   |  |
|  |   |                                      |  |                                |  |     |  |                 |   |                            |  |   |   |  |
|  |   |                                      |  |                                |  |     |  |                 |   |                            |  |   |   |  |
|  |   |                                      |  |                                |  |     |  |                 |   |                            |  |   |   |  |
|  |   |                                      |  |                                |  |     |  |                 |   |                            |  |   |   |  |
|  |   |                                      |  |                                |  |     |  |                 |   |                            |  |   |   |  |

Explanation of Responses:

(1) Acquired through the Company's Employee Stock Purchase Plan. Number of shares may reflect reinvested dividends.

/S/ JOHN R. RIEDMAN

2/4/03

\*\* 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

Date

JOHN R. RIEDMAN

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

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

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