BOONE SAM R JR

Form 4

February 17, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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

Form 5 obligations may continue.

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

See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * **BOONE SAM R JR**

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Zip)

BROWN & BROWN INC [BRO]

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year) 12/21/2009

Director 10% Owner _X__ Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

below)

below) Regional Executive VP

220 S RIDGEWOOD AVE

4. If Amendment, Date Original

Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

Filed(Month/Day/Year)

DAYTONA BEACH, FL 32114

| Table I - Non-Derivative Securities Acc | mired. Disposed of | . or Beneficially Owned |
|--|----------------------|-------------------------|
| Table 1 - Non-Delivative Securities Acc | fuii cu, Disposcu oi | , 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. Transactic Code (Instr. 8) | 4. Securiton(A) or Di (Instr. 3, | sposed 4 and 3 (A) or | of (D) | 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 | 12/21/2009 | | S | 25,073 | | \$ 17.94 | 0 | I | 401(k) |
| Common Stock, \$.10 par value | 12/24/2009 | | S | 4,519 | D | \$ 18.4 | 5,126 | I | Spouse (1) |
| Common Stock, \$.10 par value | | | | | | | 59,770 | D (2) | |
| Common Stock, \$.10 | | | | | | | 3,320 | D (3) | |

par value

Common

Stock, \$.10 165,567 D (4)

par value

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.

SEC 1474

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transacti Code (Instr. 8) | 5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | . | ate | Secur | unt of rlying | 8. Price of Derivative Security (Instr. 5) |
|---|---|--------------------------------------|---|---------------------------------------|--|---------------------|--------------------|-------|--|---|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BOONE SAM R JR 220 S RIDGEWOOD AVE DAYTONA BEACH, FL 32114

Regional Executive VP

Signatures

SAM R. BOONE, JR. 02/15/2010

**Signature of Date
Reporting Person

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).
- (1) The Reporting Person's spouse is employed by a subsidiary of the Company. The shares disposed of by Reporting Person's spouse were held in the Company's 401(k) Plan. The Reporting Person's spouse's remaining shares consist of 2,627 shares owned directly, of which

Reporting Owners 2

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417 shares were acquired through the Company's Employee Stock Purchase Plan in August 2009, and 2,499 granted Performance Stock Plan shares. Reporting Person disclaims beneficial ownership in shares owned by Reporting Person's spouse.

- (2) A total of 417 of these shares were acquired through the Company's Employee Stock Purchase Plan in August 2009. Number of shares may reflect reinvested dividends.
- (3) Owned jointly with spouse.
- These securities were granted at various dates pursuant to the Company's Performance Stock Plan. Based on the satisfaction of certain performance-based conditions contained in that Plan, the recipient may have voting rights and dividend entitlements with respect to a portion of these shares, but full ownership will not vest until the satisfaction of additional conditions.

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.