

OMB APPROVAL	
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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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>LYDECKER CHARLIE</u> (Last) (First) (Middle) <u>220 S. RIDGEWOOD AVE.</u> (Street) <u>DAYTONA FL 32114</u> <u>BEACH</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BROWN & BROWN INC [BRO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Regional Exec. VP</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/30/2005</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$.10 par value	05/12/2005		G	V	840 ⁽¹⁾	D	\$0	185,946 ⁽¹⁾	D	
Common Stock, \$.10 par value	12/30/2005		M		20,680	A	\$4.8359	206,626 ⁽¹⁾⁽²⁾	D	
Common Stock, \$.10 par value								12,838 ⁽¹⁾	I	401(k) Plan ⁽³⁾
Common Stock, \$.10 par value								101,700 ⁽¹⁾	I	Stock Performance Plan ⁽⁴⁾
Common Stock, \$.10 par value								24 ⁽¹⁾	I	Children ⁽⁵⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options ⁽⁶⁾	\$4.8359	12/30/2005		M			20,680	04/21/2005	04/20/2010	Common Stock	20,680 ⁽¹⁾	\$4.8359	0	D	
Stock Options ⁽⁶⁾	\$4.8359							04/21/2006 ⁽⁷⁾	04/20/2010	Common Stock	17,960 ⁽¹⁾		17,960 ⁽¹⁾	D	
Stock Options ⁽⁶⁾	\$15.78							03/23/2013 ⁽⁸⁾	03/24/2013	Common Stock	50,000 ⁽¹⁾		50,000 ⁽¹⁾	D	

Explanation of Responses:

- Reflects a 2-for-1 stock split effective 11/28/2005.
- Owned joint with spouse.
- These securities were acquired on a periodic basis pursuant to an employee benefit plan. Amounts shown are based on information as of September 21, 2005.
- These securities were granted pursuant to the Company's Stock Performance Plan. Until the satisfaction of conditions established pursuant to that Plan, the recipient has neither voting rights nor dividend entitlement with respect to these shares, and full ownership will not vest until the satisfaction of additional conditions.
- Reporting person disclaims beneficial ownership of securities owned by children who share reporting person's household. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purpose of Section 16 or for any other purpose.
- Granted by the Compensation Committee of the Board of Directors pursuant to the Company's 2000 Incentive Stock Option Plan (the "Plan"). Consideration for granted options is grantee's performance and continued service with Company as specified in the Plan.
- Due to the satisfaction of conditions established pursuant to the Plan, 17,960 options will vest and become exercisable on April 21, 2006, subject to grantee's continued service with Company as specified in the Plan.
- These options vest and become exercisable on 3/23/13, unless accelerated based on satisfaction of conditions established pursuant to the Plan.

CHARLES H. LYDECKER 12/30/2005

** Signature of Reporting Person Date

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

* 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.

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 Number.