

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>BROWN J POWELL</u> _____ (Last) (First) (Middle) <u>220 S. RIDGEWOOD AVENUE</u> _____ (Street) <u>DAYTONA FL 32114</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>BROWN &amp; BROWN INC [ BRO ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>05/03/2016</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

**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 (PSP)	05/03/2016		A		4,000 <sup>(1)</sup>	A	\$0.0000	49,192 <sup>(2)</sup>	D	
Common Stock, \$.10 par value (SIP)	05/03/2016		A		37,408 <sup>(3)</sup>	A	\$0.0000	226,128 <sup>(4)</sup>	D	
Common Stock, \$.10 par value								1,113,235 <sup>(5)</sup>	D	
Common Stock, \$.10 par value								18,214 <sup>(6)</sup>	I	By 401k
Common Stock, \$.10 par value								9,171	I	Children <sup>(7)</sup>

**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					
Stock Options <sup>(8)</sup>	\$18.48							03/07/2013	02/26/2018	Common Stock, \$.10 par value	35,000	35,000	D	
Stock Options <sup>(8)</sup>	\$18.48							08/01/2013	02/26/2018	Common Stock, \$.10 par value	35,000	35,000	D	
Stock Options <sup>(8)</sup>	\$18.48							11/26/2017	02/26/2018	Common Stock, \$.10 par value	35,000	35,000 <sup>(9)</sup>	D	

**Explanation of Responses:**

- These securities were granted pursuant to the Company's Performance Stock Plan ("PSP"). The initial grant was made on July 21, 2009, but was subject to the satisfaction of performance-based conditions established in connection with the grant. On May 3, 2016, the Company confirmed the satisfaction of certain of the performance-based conditions established in connection with this grant, and the Reporting Person has voting rights and dividend entitlement with respect to these shares. Full ownership will not vest until the satisfaction of additional service-based conditions.
- These securities were granted pursuant to the Company's PSP. Based on the satisfaction of conditions established pursuant to the PSP, the Reporting Person has voting rights and dividend entitlement with respect to a portion of these shares based on the satisfaction of certain performance-based criteria, but full ownership will not vest until the satisfaction of additional conditions.
- These securities were granted pursuant to the Company's Stock Incentive Plan ("SIP"). The initial grant was made on April 28, 2010, but was subject to the satisfaction of performance-based conditions established in connection with the grant. On May 3, 2016, the Company confirmed the satisfaction of certain of the performance-based conditions established in connection with this grant, and the Reporting Person has voting rights and dividend entitlement with respect to these shares. Full ownership will not vest until the satisfaction of additional service-based conditions.
- These securities were granted pursuant to the Company's SIP. Full ownership will not vest until the satisfaction of additional conditions established in connection with this grant. This amount does not include 69,789 shares that were granted on July 1, 2013 pursuant to the SIP that have not yet satisfied the performance-based conditions established in connection with this grant.
- A total of 939 of these shares were acquired through the Company's Employee Stock Purchase Plan in July 2015. Number of shares may vary due to dividend reinvestment.
- Based upon information supplied by the plan recordkeeper as of December 31, 2015. Number of shares varies periodically based on contributions to plan.
- 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").
- These options vest and become exercisable on November 26, 2017, unless accelerated based on satisfaction of conditions established pursuant to the Plan.

Robert W. Lloyd for J. Powell 05/05/2016  
Brown per Power of Attorney.

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.**