

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

Annual Report Pursuant to Section 15(d) of the Securities Exchange Act of 1934

[X] Annual Report Pursuant to Section 15(d) of the Securities Exchange Act Of 1934 (No fee required, effective October 7, 1996)

For the Fiscal Year Ended December 31, 1997

or

[] Transition Report Pursuant to Section 15(d) of the Securities Exchange Act of 1934 (No fee required)

For The Transition Period From _____ To _____.

Commission File Number 0-7201

A. Full Title of the Plan and the Address of the Plan, if Different from that of the Issuer Named Below:

Poe & Brown, Inc.

Employees' Savings Plan And Trust

B. Name of Issuer of the Securities Held Pursuant to the Plan and the Address of its Principal Executive Office:

Poe & Brown, Inc.
220 South Ridgewood Avenue
Daytona Beach, Florida 32115

POE & BROWN, INC. EMPLOYEES' SAVINGS PLAN AND TRUST AGREEMENT

FORM 11-K

REQUIRED INFORMATION

Pursuant to Item 4 of the required information, in lieu of the requirements of Items 1, 2 and 3, the financial statements and schedules prepared in accordance with the financial reporting requirements of ERISA are submitted as follows:

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS		

To the Trustees of the Poe & Brown, Inc.
Employees' Savings Plan and Trust:

We have audited the accompanying statements of net assets available for benefits of the Poe & Brown, Inc. Employees' Savings Plan and Trust as of December 31, 1997 and 1996, and the related statement of changes in net assets available for benefits for the year ended December 31, 1997. These financial statements and the supplemental schedules referred to below are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements and schedules based upon our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits as of December 31, 1997 and 1996, and the changes in its net assets available for benefits for the year ended December 31, 1997, in conformity with generally accepted accounting principles.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of assets held for investment and reportable transactions are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The Fund Information in the statement of changes in net assets available for benefits is presented for purposes of additional analysis rather than to present the changes in net assets available for benefits of each fund. The supplemental schedules and Fund Information have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, are fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

\\s\ARTHUR ANDERSEN LLP

Tampa, Florida,
June 12, 1998

POE & BROWN, INC. EMPLOYEES' SAVINGS PLAN AND TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

AS OF DECEMBER 31, 1997 AND 1996

	1997	1996
CASH	\$ 6,806	\$ 194,340
INVESTMENTS (Notes 2 and 3):		
At fair value-		
SEI Balanced Fund	-	5,810,917
SEI Bond Index Fund	-	103,014
SEI Capital Appreciation Fund	-	7,766,467
SEI Core International Equity Fund	-	784,269
SEI S&P 500 Index Fund	-	1,773,025
SEI Small Cap Growth Fund	-	3,236,914
SEI Prime Obligation Fund	-	9,004
Government/Corporate Bond Fund	222,869	-
Balanced Funds	7,211,982	-
Stock Index Fund	3,139,724	-
Equity Funds	9,835,213	-
Special Equity Fund	4,839,617	-
International Funds	1,067,253	-
Employer Common Stock	7,217,252	4,108,587
Participant loans	1,455,199	1,595,998
Self-directed Investments	138,891	-
	<u>35,128,000</u>	<u>25,188,195</u>
At contract value-		
Stable Five Fund	5,276,753	-
SEI Stable Asset Fund	-	4,631,820
Total investments	40,404,753	29,820,015
EMPLOYER CONTRIBUTIONS RECEIVABLE	776,298	645,569
PARTICIPANT CONTRIBUTIONS RECEIVABLE	-	70,976
	<u>41,187,857</u>	<u>30,730,900</u>
Total assets		
ACCOUNTS PAYABLE	-	194,340
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$41,187,857</u>	<u>\$30,536,560</u>
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The accompanying notes are an integral part of these statements.

POE & BROWN, INC. EMPLOYEES' SAVINGS PLAN AND TRUST

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS,
WITH FUND INFORMATION,

FOR THE YEAR ENDED DECEMBER 31, 1997

SEI Funds	Government Corporate Bond Fund	Balanced Funds	Stock Index Fund	Equity Funds	Special Equity Fund	International Funds
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ADDITIONS:							
Interest and dividends	\$119,995	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Dividends on Employer Common Stock	-	-	-	-	-	-	-
Net realized and unrealized (depreciation) appreciation in fair value of investments	(261,708)	13,146	1,099,702	635,728	1,657,234	1,050,972	56,034
Participant contributions	-	69,874	607,448	404,393	764,806	758,332	169,191
Employer contributions	-	18,405	286,655	161,939	366,434	342,773	75,818
Total additions	(141,713)	101,425	1,993,805	1,202,060	2,788,474	2,152,077	301,043
DEDUCTIONS:							
Benefits paid to participants	-	5,404	281,801	53,112	352,148	476,778	110,212
Administrative expenses	-	519	24,764	9,538	31,005	15,266	3,678
Total deductions	-	5,923	306,565	62,650	383,153	492,044	113,890
NET ASSETS TRANSFERRED BETWEEN INVESTMENT FUNDS (23,973,717)							
	127,367	5,524,742	2,000,314	7,429,892	3,179,584	880,100	

NET (DECREASE) INCREASE (24,115,430) 222,869 7,211,982 3,139,724 9,835,213 4,839,617 1,067,253

NET ASSETS AVAILABLE FOR BENEFITS, beginning of year							
	24,115,430	-	-	-	-	-	-

NET ASSETS AVAILABLE FOR BENEFITS, end of year							
	\$ -	\$222,869	\$7,211,982	\$3,139,724	\$9,835,213	\$4,839,617	\$1,067,253

(TABLE COLUMNS FOR THE TABLE ABOVE ARE CONTINUED BELOW FOR EDGAR PURPOSES ONLY - THESE COLUMNS CONTINUE ACROSS THE PAGE ON HARD COPY)

	Stable Five Fund	Employer Common Stock	Participant Loans	Self-Directed Investments	Other	Total
ADDITIONS:						
Interest and dividends	\$334,918	\$ -	\$ 108,878	\$ -	\$ -	\$563,791
Dividends on Employer Common Stock	-	83,357	-	-	-	83,357
Net realized and unrealized (depreciation) appreciation in fair value of investments	-	2,858,625	-	14,242	-	7,123,975
Participant contributions	408,818	332,793	-	-	(70,975)	3,444,680
Employer contributions	226,080	203,567	-	-	137,534	1,819,205
Total additions	969,816	3,478,342	108,878	14,242	66,559	13,035,008
DEDUCTIONS:						
Benefits paid to participants	741,794	148,585	125,325	-	-	2,295,159
Administrative expenses	3,398	384	-	-	-	88,552
Total deductions	745,192	148,969	125,325	-	-	2,383,711
NET ASSETS TRANSFERRED BETWEEN INVESTMENT FUNDS						
	5,052,129	(220,708)	(124,352)	124,649	-	-
NET (DECREASE) INCREASE						
	5,276,753	3,108,665	(140,799)	138,891	66,559	10,651,297
NET ASSETS AVAILABLE						

FOR BENEFITS, beginning of year	-	4,108,587	1,595,998	-	716,545	30,536,560
NET ASSETS AVAILABLE FOR BENEFITS, end of year	\$5,276,753	\$7,217,252	\$1,455,199	\$138,891	\$783,104	\$41,187,857

The accompanying notes are an integral part of this statement.

POE & BROWN, INC. EMPLOYEES' SAVINGS PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 1997 AND 1996

1. PLAN DESCRIPTION:

General

The Poe & Brown, Inc. Employees' Savings Plan and Trust (the Plan), established effective January 1, 1985, and as amended and restated effective January 1, 1997, is a defined contribution plan under which substantially all employees who are at least age 18 and who have completed 30 continuous days of service are eligible to participate. The Plan is intended to assist Poe & Brown, Inc. and its subsidiaries (the Employer) in its efforts to attract and retain competent employees by enabling eligible employees to share in the profits of the Employer and to supplement retirement income. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974.

Plan Amendment

Effective January 1, 1997, the Board of Directors (Board) appointed Diversified Investment Advisors, Inc. (Diversified) as the recordkeeper of the Plan, and appointed Investors Bank and Trust Company of Boston, Massachusetts (Trustee), as Trustee of the Plan. In connection with the changes, new funds were offered to the participants and the plan document was amended and restated, effective January 1, 1997.

Benefits Paid

Benefits under the Plan are payable upon normal (after age 65) or early (after age 59-1/2) retirement, death, disability, severe financial hardship or termination of service and are based on the balance in the participant's account. Distributions of vested account balances will be made in the form of a single lump-sum payment or in some other optional form of payment, as defined in the Plan.

Administration

The Plan is administered by the 401(k) Plan Employee Benefits Administrative Committee (the Committee) which has been appointed by the Board of the Employer. Information about the plan agreement, such as provisions for allocations to participants' accounts, vesting, benefits and withdrawals, is contained in the Summary Plan Description. Copies of this document are available from the Committee.

Administrative Expenses

Substantially all administrative expenses are paid by the Plan. These expenses include recordkeeping, audit and trustee fees.

Contributions

Participants may elect to defer, subject to certain limitations, from 1 percent to 15 percent of annual compensation as contributions to the Plan. The Employer makes matching contributions to the Plan of 100 percent of each contributing participant's deferred contribution, but no more than 2.5 percent of each participant's salary. The Plan permits the Board of the Employer to authorize optional contributions allocated to participants based on salary. During each of the years ended December 31, 1997 and 1996, the Board authorized an optional profit sharing contribution of 1.5 percent of salary for all participants.

Vesting

Participants employed prior to October 1, 1996, are 100 percent vested in their entire account balance at all times. Participants employed on or after October 1, 1996, are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the employer matching contributions and profit sharing contributions are based on years of credited service and are subject to the following vesting schedule:

Years of Credited Service	Vested Interest
1	20%
2	40%
3	60%
4	80%
5 or more	100%

Plan Termination

Although it has not expressed any intent to do so, the Employer may terminate the Plan at any time, either wholly or partially, by notice in writing to

the participants and the trustee. Upon termination, the rights of participants in their accounts will become 100 percent vested. The Employer may temporarily discontinue contributions to the Plan, either wholly or partially, without terminating the Plan.

2. USE OF ESTIMATES AND SIGNIFICANT ACCOUNTING POLICIES:

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions to and deductions from the net assets available for plan benefits during the reporting period. Actual results could differ from those estimates.

Basis of Accounting

The accompanying financial statements of the Plan are presented on the accrual basis of accounting in accordance with generally accepted accounting principles.

Valuation of Investments

Diversified Investments -- The fair value of the participation units in Diversified investments (excluding the Diversified Stable Five Fund) is based on the quoted redemption value of the units from Diversified on the last business day of the year.

Employer Common Stock - This investment consists of the Employer's common stock which is valued at the last reported sale price as reported on the National Market System by the National Association of Securities Dealers.

Diversified Stable Five Fund -- As of December 31, 1997 and 1996, the contract value of the SEI Stable Asset Fund approximated its fair value.

Charles Schwab & Co. Personal Choice Retirement Account -- As of December 31, 1997, the fair value of the participant's account is based on quoted market prices of the investments held.

The fair value of individual investments that represent 5 percent or more of the Plan's net assets available for benefits as of December 31, 1997 and 1996, are summarized as follows:

	1997	1996
SEI Balanced Fund	\$ -	\$5,810,917
SEI Capital Appreciation Fund	-	7,766,467
SEI S&P 500 Index Fund	-	1,773,025
SEI Small Cap Growth Fund	-	3,236,914
SEI Stable Asset Fund	-	4,631,820
Employer Common Stock	7,217,252	4,108,587
Diversified Stable Five Fund	5,276,753	-
Diversified Balanced Fund	7,211,963	-
Diversified Stock Index Fund	3,139,724	-
Diversified Equity Value Fund	9,720,988	-
Diversified Special Equity Fund	4,839,617	-

Reclassifications

Certain reclassifications have been made to the 1996 financial statements to conform to the 1997 presentation.

3. INVESTMENT PROGRAMS:

Fund Options

As of December 31, 1996, contributions to the Plan are invested in one or more of eight separate investment fund options at the direction of each participant. The fund options at December 31, 1996, were (1) SEI Balanced Fund, (2) SEI Bond Index Fund, (3) SEI Capital Appreciation Fund, (4) SEI Core International Equity Fund, (5) SEI S&P 500 Index Fund, (6) SEI Small Cap Growth Fund, (7) SEI Stable Asset Fund and (8) Employer Common Stock. The balances in these funds were all transferred into the new investment fund options (discussed below) on January 3, 1997. The activity in these investments for the year ended December 31, 1997, is shown in the aggregate in the SEI Funds column on the accompanying statement of changes in net assets available for benefits.

Effective January 1, 1997, and as of December 31, 1997, contributions to the Plan are invested in one or more of 11 separate investment fund options at the direction of each participant. The fund options are (1) Diversified Stable Five Fund, (2) Diversified Short Horizon Fund, (3) Diversified Government/Corporate Bond Fund, (4) Diversified Balanced Fund, (5) Diversified Stock Index Fund, (6) Diversified Aggressive Equity Fund, (7) Diversified Equity Value Fund, (8) Diversified Special Equity Fund, (9) Diversified International Equity Fund, (10) Diversified International/Long Horizon Fund and (11) Employer Common Stock. The Plan also allows its participants to invest in the Charles Schwab & Co. Personal Choice Retirement Account which allows each participant to self-direct their money into a full range of investment options including individual stocks and bonds as well as allowing access to over 800 mutual funds.

In the accompanying statement of net assets available for benefits and statement of changes in net assets available for benefits for the year ended December 31, 1997, several investments are aggregated for presentation purposes. The Diversified Short Horizon fund and Diversified

Balanced Fund are aggregated into the Balanced Funds; the Diversified Aggressive Equity Fund and the Diversified Equity Value Fund are aggregated into the Equity Funds, and the Diversified International Equity Fund and the Diversified International/Long Horizon Fund are aggregated into the International Funds. The Charles Schwab & Co. Personal Choice Retirement Account is presented as Self-directed Investments in the accompanying statement of net assets available for benefits and statement of changes in net assets available for benefits. The remaining options are shown individually in the accompanying statement of net assets available for benefits and changes in net assets available for benefits, but the word "Diversified" is omitted from the title for presentation purposes.

Diversified Stable Five Fund

Diversified manages a guaranteed pooled separate account of AUSA Life Insurance Company called the Stable Five Fund. The Plan's contract became effective for a twelve-month period beginning January 1, 1997. The crediting interest rate is effective for a twelve-month interest crediting period and is set annually. The crediting interest rate is determined based on (i) the projected market yield-to-maturity of the market value of assets, net of expenses, (ii) the timing and amounts of deposits, transfers and withdrawals expected to be made during the interest crediting period, and (iii) the amortization of the difference between the fair value of Pooled Account No. 24 and the balance of the Stable Five Fund. The crediting interest rate for this Diversified account for the year ended December 31, 1997, is 7 percent. The average yield for this Diversified account was 6.52 percent.

Investment Income and Expenses

Each participant's account shall be allocated the investment income and expenses of each fund based on the value of each participant's account invested in each fund, in proportion to the total value of all accounts in each fund, taking into account any contributions to or distributions from the participant's account. General expenses of the Plan not attributable to any particular fund shall be allocated among participants' accounts in proportion to the value of each account, taking into consideration the participant's contributions and distributions.

Participant Loans

A participant may, with the approval of the Committee, borrow from his own account a minimum of \$1,000, up to a maximum equal to the lesser of \$50,000 or 50 percent of the participant's vested account balance. Participants may not have more than two loans outstanding at any time. Loans, which are

repayable monthly over periods generally up to five years, are collateralized by notes and by a security interest in the borrower's vested account balance. The loans bear interest at the rate of prime plus 1 percent, determined at the time the loan is approved.

4. PARTY-IN-INTEREST TRANSACTIONS:

All of the Plan's Diversified investments are managed by the recordkeeper, a party-in-interest.

5. FEDERAL INCOME TAX STATUS:

The Plan obtained its latest determination letter on February 26, 1996, in which the Internal Revenue Service stated that the Plan was in compliance with the applicable sections of the Internal Revenue Code (IRC). The Plan has been amended and restated since receiving the determination letter. However, the Plan's management believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

6. SUPPLEMENTAL SCHEDULES:

The following supplemental schedules of assets held for investment and reportable transactions are included as required schedules under ERISA.

SCHEDULE I
Page 1 of 2

POE & BROWN, INC. EMPLOYEES' SAVINGS PLAN AND TRUST

SCHEDULE OF ASSETS HELD FOR INVESTMENT

AS OF DECEMBER 31, 1997

Identity and Description of Issues	Cost	Fair Value
Money Market Fund:		
Schwab Money Market Fund	\$ 3,598	\$ 3,598
Mutual Funds:		
Invesco Strat Health Fund	5,784	5,094
Janus Worldwide Fund	14,831	14,366
Oakmark Fund - Harris	6,368	6,636
Schwab S&P 500 Investment Shares	3,030	3,536
Pooled Separate Account:		
Diversified Stable Five Fund - Pooled Account of the AUSA Life Insurance Company, Inc.*	5,276,753	5,276,753
Common/Collective Trusts:		
Diversified Short Horizon Fund*	19	19
Diversified Government/Corporate Bond Fund*	211,812	222,869
Diversified Balanced Fund*	6,197,432	7,211,963
Diversified Stock Index Fund*	2,529,715	3,139,724
Diversified Aggressive Equity Fund*	129,126	114,225

Diversified Equity Value Fund*	8,165,897	9,720,988
Diversified Special Equity Fund*	3,909,821	4,839,617
Diversified International Equity Fund*	1,021,336	1,059,352
Diversified International/Long Horizon Fund*	7,085	7,901

Corporate Common Stocks:		
Employer Common Stock	3,264,918	7,217,252
Intel Corporation	15,122	14,050
American International Group, Inc.	6,671	8,172
Chrysler Corporation	16,444	17,594
Compaq Computer Corporation	5,155	7,063
International Business Machines	1,574	1,779
Microsoft Corporation	4,836	6,463
Rowan Companies, Inc.	14,726	12,200
Stein Mart, Inc.	8,443	8,186
Three Com Corporation	1,574	1,045

Interest in Registered Investment Companies:		
Invesco Strat Financial	5,722	5,839
Janus Overseas Fund	7,748	7,419
Oakmark Select Fund	5,058	6,139
Scudder Growth & Income	5,420	5,415
Vanguard Primecap Fund	4,428	4,297

Participant loans (bearing interest at rates ranging between 7 percent and 11.5 percent)	1,455,199	1,455,199
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\$40,404,753

*Managed by the recordkeeper, a party-in-interest (Note 4).

The preceding notes are an integral part of this schedule.

SCHEDULE II

POE & BROWN, INC. EMPLOYEES' SAVINGS PLAN AND TRUST

SCHEDULE OF REPORTABLE TRANSACTIONS

FOR THE YEAR ENDED DECEMBER 31, 1997

A series of transactions in excess of 5% of beginning plan assets	Detail of Acquisitions		Detail of Dispositions	
	Cost	Cost	Proceeds	Gain/Loss
SEI Balanced Fund*	\$ 47,630	\$5,982,007	\$5,783,328	\$(198,679)
SEI Capital Appreciation Fund*	31,910	8,436,251	7,701,025	(735,226)
SEI S&P 500 Index Fund*	8,117	1,630,845	1,765,609	134,764
SEI Small Cap Growth Fund*	-	3,457,128	3,177,903	(279,225)
SEI Prime Obligation Fund*	19,309,084	19,318,088	19,318,088	-
SEI Stable Asset Fund*	25,905	4,657,725	4,657,725	-
Diversified Stable Five Fund - Pooled Account of the AUSA Life Insurance Company, Inc.*	6,459,795	1,183,042	1,183,042	-
Diversified Balanced Fund*	7,108,784	911,352	996,516	85,164
Diversified Stock Index Fund*	2,719,747	190,032	215,751	25,719
Diversified Equity Value Fund*	9,104,460	938,563	1,055,595	117,032
Diversified Special Equity Fund*	4,740,023	830,602	951,778	121,176

A single transaction in excess of 5% of beginning plan assets

SEI Balanced Fund*	-	5,934,376	5,734,709	(199,667)
SEI Capital Appreciation Fund*	-	8,404,341	7,699,116	(705,225)
SEI S&P 500 Index Fund*	-	1,622,727	1,757,242	134,515
SEI Small Cap Growth Fund*	-	3,457,128	3,177,913	(279,215)
SEI Prime Obligation Fund*	19,212,265	19,221,730	19,221,730	-
SEI Stable Asset Fund*	-	4,631,820	4,631,820	-
Diversified Stable Five Fund - Pooled Account of the AUSA Life Insurance Company, Inc.*	4,656,127	-	-	-
Diversified Balanced Fund*	5,784,124	-	-	-
Diversified Stock Index Fund*	1,765,840	-	-	-
Diversified Equity Value Fund*	7,703,288	-	-	-
Diversified Special Equity Fund*	3,178,918	-	-	-

*Managed by the recordkeeper, a party-in-interest (Note 4).

The preceding notes are an integral part of this schedule.

Pursuant to the requirements of the Securities Exchange Act of 1934, the Trustee and other persons who administer the Plan have duly caused this annual report to be signed by the undersigned thereunto duly authorized.

POE & BROWN, INC.
EMPLOYEES' SAVINGS PLAN AND TRUST

BY: POE & BROWN, INC.

By: /S/ JAMES L. OLIVIER

James L. Olivier

Vice President

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

As independent certified public accountants, we hereby consent to the incorporation by reference of our report included in this Form 11-K, into the Company's previously filed Registration Statement File No. 33-1900, dated November 27, 1985, as amended by Post Effective Amendment No. 1 dated December 2, 1992.

\s\ARTHUR ANDERSEN LLP

Tampa, Florida,
June 23, 1998