

FORM 8-A

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FOR THE REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

POE & BROWN, INC.

(Exact name of registrant as specified in its charter)

Florida

59-0864469

(State of Incorporation or Organization) (I.R.S. Employer Identification No.)

220 S. Ridgewood Avenue, Daytona Beach, Florida  
(Address of principal executive offices)

32114  
(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities to be registered pursuant to Section 12(b) of the Act:

Title Of Each Class To Be So Registered	Name Of Each Exchange On Which Each Class Is To Be Registered
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Common Stock, \$.10 Par Value	New York Stock Exchange
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Securities to be registered pursuant to Section 12(g) of the Act:

None  
(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered

The capital stock of Poe & Brown, Inc. (the "Company" or "Registrant") to be registered on the New York Stock Exchange, Inc. (the "Exchange"), is the Registrant's Common Stock with a par value of \$.10 per share. Such shares are currently registered on The Nasdaq Stock Market, and will be delisted there simultaneously with their listing on the Exchange. Holders of Common Stock are entitled to one vote per share at all meetings of shareholders. Dividends that may be declared on the Common Stock will be paid in an equal amount to the holder of each share. No pre-emptive rights are conferred upon the holders of such stock and there are no liquidation or conversion rights. There are no redemption or sinking fund provisions and there is no liability to further calls or to assessments by the Registrant.

Item 2. Exhibits

1. All exhibits required by Instruction II to Item 2 will be supplied to the New York Stock Exchange.

SIGNATURES

Pursuant to the requirements of Section 12 of the

Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

POE & BROWN, INC.

By: /S/ WILLIAM A. ZIMMER

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William A. Zimmer  
Vice President, Treasurer  
and Chief Financial Officer

Dated: November 17, 1997