SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 1999.
or

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from ______________ to _______________

Commission file number 0-7201.

BROWN & BROWN, INC.
(Exact name of Registrant as specified in its charter)

Florida	59-0864469
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)
220 S. Ridgewood Ave., Daytona Beach, FL	32115
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (904) 252-9601

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes X No ___

The number of shares of the Registrant's common stock, $.10 par value, outstanding as of November 1, 1999 was 13,601,330.

BROWN & BROWN, INC.

INDEX TO FORM 10-Q
FOR THE QUARTER ENDED SEPTEMBER 30, 1999

ITEM 1: FINANCIAL STATEMENTS

BROWN & BROWN, INC.

CONDENSED CONSOLIDATED STATEMENTS OF INCOME (Unaudited)
(In thousands, except per share data)

	For the three months ended September 30,		For the nine months ended September 30,	
	1999	1998 (Restated)	1999	1998 (Restated)
REVENUES				
Commissions and fees	$42,024	$38,667	$128,476	$114,105
Investment income	754	901	1,897	2,495
Other income	617	54	731	9
Total revenues	43,395	39,622	131,104	116,609
EXPENSES				
Employee compensation and benefits	22,057	20,596	67,453	60,199
Other operating expenses	7,810	7,382	24,848	23,714
Amortization	1,905	1,645	5,525	4,344
Interest	103	144	390	412
Total expenses	31,875	29,767	98,216	88,669
Income before income taxes	11,520	9,855	32,888	27,940
Income taxes	4,437	3,795	12,876	10,939

	Three months 1999	Three months 1998	Nine months 1999	Nine months 1998
NET INCOME	$ 7,083	$ 6,060	$ 20,012	$ 17,001
Other comprehensive income, net of tax: Unrealized gain (loss) on securities: Unrealized holding loss, net of tax benefit of $446 and $598 for the three-month periods ended September 30, 1999 and 1998, respectively, and net of tax benefit of $474 and $2,030 for the nine-month periods ended September 30, 1999 and 1998, respectively	(697)	(916)	(741)	(3,248)
Comprehensive Income	$ 6,386	$ 5,144	$ 19,271	$ 13,753
Basic and diluted earnings per share	$ 0.52	$ 0.44	$ 1.47	$ 1.25
Dividend declared per share	$ 0.13	$ 0.11	$ 0.35	$ 0.31
Diluted shares outstanding	13,606	13,643	13,637	13,575

See notes to condensed consolidated financial statements.

BROWN & BROWN, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands)

	September 30, 1999 (Unaudited)	December 31, 1998 (Restated)
ASSETS		
Cash and cash equivalents	$ 35,805	$ 42,773
Short-term investments	452	775
Premiums, commissions and fees receivable	61,221	69,667
Other current assets	6,946	9,840
Total current assets	104,424	123,055
Fixed assets, net	13,932	13,757
Intangible assets, net	90,021	79,483
Investments	9,274	10,503
Other assets	4,636	4,906
Total assets	$222,287	$231,704
LIABILITIES		
Premiums payable to insurance companies	$ 83,734	$ 90,125
Premium deposits and credits due customers	7,524	8,379
Accounts payable and accrued expenses	18,094	16,865
Current portion of long-term debt	3,403	4,960
Total current liabilities	112,755	120,329
Long-term debt	3,276	17,267
Deferred income taxes	1,930	2,403
Other liabilities	6,689	7,829
Total liabilities	124,650	147,828
SHAREHOLDERS' EQUITY		
Common stock, par value $.10 per share: authorized 70,000 shares; issued 13,607 shares at 1999 and 13,665 shares at 1998	1,361	1,367
Retained earnings	91,477	76,969
Accumulated other comprehensive income	4,799	5,540
Total shareholders' equity	97,637	83,876
Total liabilities and shareholders' equity	$222,287	$231,704

See notes to condensed consolidated financial statements.

BROWN & BROWN, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
(In thousands)

	For the nine months ended September 30, 1999	1998 (Restated)
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$20,012	$17,001
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	3,078	2,617
Amortization	5,525	4,343
Compensation expense under performance stock plan	948	520
Net gains on sales of investments, fixed assets and customer accounts	(215)	(6)
Premiums, commissions and fees receivable, decrease	8,446	2,403

Other assets, decrease (increase)	2,128	(1,479)
Premiums payable to insurance companies, (decrease) increase	(6,391)	6,546
Premium deposits and credits due customers, (decrease)	(855)	(100)
Accounts payable and accrued expenses, increase	1,229	697
Other liabilities, (decrease) increase	(1,270)	604
NET CASH PROVIDED BY OPERATING ACTIVITIES	32,635	33,146
CASH FLOWS FROM INVESTING ACTIVITIES		
Additions to fixed assets	(3,326)	(3,083)
Payments for businesses acquired, net of cash acquired	(15,574)	(27,109)
Proceeds from sales of fixed assets and customer accounts	224	213
Purchases of investments	(120)	(1,117)
Proceeds from sales of investments	598	754
NET CASH USED IN INVESTING ACTIVITIES	(18,198)	(30,342)
CASH FLOWS FROM FINANCING ACTIVITIES		
Payments on long-term debt	(16,825)	(7,596)
Proceeds from long-term debt	-	42
Exercise of stock options and issuances of stock	1,664	1,278
Purchases of stock	(1,152)	(8,835)
Shareholder distributions from pooled entities	(623)	-
Cash dividends paid	(4,469)	(4,009)
NET CASH USED IN FINANCING ACTIVITIES	(21,405)	(19,120)
Net decrease in cash and cash equivalents	(6,968)	(16,316)
Cash and cash equivalents at beginning of period	42,773	49,310
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$35,805	$32,994

See notes to condensed consolidated financial statements.

BROWN & BROWN, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

SEPTEMBER 30, 1999

NOTE 1 - BASIS OF FINANCIAL REPORTING

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions for Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. For further information, refer to the consolidated financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 1998.

As more fully described in Note 3 - Acquisitions, the accompanying financial statements for all periods presented have been restated to show the effect of the acquisition of Ampher Insurance, Inc. and Ross Insurance of Florida, Inc. effective July 20, 1999.

Certain amounts at December 31, 1998 have been reclassified to be consistent with the current period presentation.

Results of operations for the three- and nine-month periods ended September 30, 1999 are not necessarily indicative of the results that may be expected for the year ending December 31, 1999.

NOTE 2 - BASIC AND DILUTED EARNINGS PER SHARE

Basic earnings per share is based upon the weighted average number of shares outstanding. Diluted earnings per share is adjusted for the dilutive effect of stock options and other stock equivalents. Earnings per share for the Company is the same on both a basic and a diluted basis.

NOTE 3 - ACQUISITIONS

1999 Purchases

During the third quarter of 1999, the Company acquired substantially all of the assets of Burns, Harrelson & Burns Insurance Agency, and Tomborello Insurance Services, both of Phoenix, Arizona, in addition to acquiring one book of business.

During the second quarter of 1999, the Company acquired substantially all of the assets of one general insurance agency in addition to acquiring several books of business.

During the first quarter of 1999, the Company acquired substantially all of the assets of the Daytona Beach, Florida office of Hilb, Rogal & Hamilton Company; The Insurance Center of Roswell, Inc. in Roswell, New Mexico; and Chancy-Stoutamire, Inc., with offices in Monticello and Perry, Florida. The Company also acquired all of the outstanding shares of the Bill Williams Agency, Inc. of St. Petersburg, Florida in the first quarter of 1999.

These acquisitions have been accounted for using the purchase method of accounting. Pro forma results of operations for the three- and nine-month periods ended September 30, 1999 and September 30, 1998 resulting from these acquisitions are not materially different from the results of operations as reported. The results of operations for the acquired companies have been combined with those of the Company since their respective acquisition dates.

1998 Purchases

During the third quarter of 1998, the Company acquired substantially all of the assets of MacMillan-Buchanan Insurance Agency, of Melbourne, Florida; Lake Sumter Insurance, of Wildwood, Florida; Franchini Consolidated Agency, of Albuquerque, New Mexico; Gulfcoast Commercial Insurance, of Naples, Florida; and KRB & Associates, of Houston, Texas.

During the second quarter of 1998, the Company acquired substantially all Of the assets of the John F. Phillips Insurance Agency, of Prescott, Arizona; Harris Insurance Services, of Las Vegas, Nevada; the Fordham Agency, of St. Petersburg, Florida; Alderman, Click & Co., of Princeton, New Jersey; Zel Schwanz & Associates, of Phoenix, Arizona; and the Fort Lauderdale, Florida office of Hilb, Rogal and Hamilton Company.

During the first quarter of 1998, the Company acquired substantially all of the assets of Arizona General Insurance of Tucson, Arizona; Boynton Brothers Insurance of Perth Amboy, New Jersey; Great Northern Insurance of Phoenix, Arizona; and the Heine-Miles Insurance Agency of Phoenix, Arizona.

These acquisitions have also been accounted for using the purchase method of accounting. The results of operations for the acquired companies have been combined with those of the Company since their respective acquisition dates. If the acquisitions had occurred at the beginning of the 1998 reporting period, the Company's results of operations would have been as shown in the following table. These unaudited pro forma results are not necessarily indicative of the actual results of operations that would have occurred had the acquisitions actually been made at the beginning of the 1998 reporting period.

NINE-MONTH PERIOD ENDED SEPTEMBER 30, 1998 (Unaudited)
(In thousands, except per share data)

Operating revenue	$121,970
Income before income taxes	28,303
Net income	17,265
Earnings per share	$ 1.27

1999 Poolings

During the third quarter of 1999, the Company issued 167,328 shares of its common stock in exchange for all of the outstanding stock of Ampher Insurance, Inc. and Ross Insurance of Florida, Inc., related entities located in Sunrise, Florida.

This acquisition has been recorded using the pooling-of-interests method of accounting. The acquisition was treated as a material transaction and the Company's consolidated financial statements have been restated for this transaction for all prior periods.

1998 Poolings

During the third quarter of 1998, the Company issued 92,188 shares of its common stock in exchange for all of the outstanding stock of Jerry F. Nichols & Associates, located in Naples, Florida. During the quarter, the Company also issued 65,131 shares of its common stock for all of the outstanding stock of Boulton Agency, Inc., located in Miami, Florida.

During the second quarter of 1998, the Company issued 278,765 shares of its common stock for all of the outstanding stock of Daniel-James Insurance Agency, Inc., an Ohio corporation with offices in Perrysburg, Ohio and Indianapolis, Indiana, and for all of the outstanding membership interests of Becky-Lou Realty Limited, an Ohio limited liability company with offices in Perrysburg, Ohio. During the first quarter of 1998, the Company issued 22,500 shares of its common stock for all of the outstanding stock of Thim Insurance Agency, Inc., an Arizona corporation.

These acquisitions have been recorded using the pooling-of-interests method of accounting. The Daniel-James Insurance Agency, Inc. acquisition was determined to be a material transaction and the Company's consolidated financial statements have been restated for this transaction for all prior periods. The other three pooling acquisitions were determined to be immaterial and the Company's consolidated financial statements have not been restated for these transactions.

NOTE 4 - LONG-TERM DEBT

The Company continues to maintain its credit agreement with a major insurance company under which $4 million (the maximum amount available for borrowings) was outstanding at September 30, 1999, at an interest rate equal to the prime lending rate plus one percent (9.25% at September 30, 1999). In accordance with the amendment to the loan agreement dated August 1, 1998, the available amount will decrease by $1 million each August beginning in 2000.

The Company also has a revolving credit facility with a national banking institution that provides for available borrowings of up to $50 million, with a maturity date of October 15, 2000. As of September 30, 1999, there were no borrowings against this line of credit.

NOTE 5 - CONTINGENCIES

The Company is not a party to any legal proceedings other than various claims and lawsuits arising in the normal course of business. Management of the Company does not believe that any such claims or lawsuits will have a material effect on the Company's financial condition or results of operations.

NOTE 6 - SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

	For the nine-month period ended September 30,	
(in thousands)	1999	1998
Cash paid during the period for:		
Interest	$ 446	$ 745
Income taxes	12,021	10,371

The Company's significant non-cash investing and financing activities are as follows:

(in thousands)	For the nine-month period ended September 30, 1999	1998
Unrealized depreciation of available-for-sale securities net of tax benefit of $474 for 1999 and $2,030 in 1998	$ (741)	$(3,248)
Long-term debt incurred for acquisition of customer accounts	1,277	3,463
Notes received on the sale of fixed assets and customer accounts	714	1,011
Common stock issued in acquisitions	6,228	16,945

NOTE 7 - SEGMENT INFORMATION

The Company's business is divided into four divisions: the Retail Division, which markets and sells a broad range of insurance products to commercial, professional and individual clients; the National Programs Division, which develops and administers property and casualty insurance and employee benefits coverage solutions for professional and commercial groups and trade associations nationwide; the Service Division, which provides insurance-related services such as third-party administration and consultation for workers' compensation and employee benefit self-insurance markets; and the Brokerage Division, which markets and sells excess and surplus commercial insurance primarily through non-affiliated independent agents and brokers. The Company conducts all of its operations in the United States.

Summarized financial information concerning the Company's reportable segments is shown in the following table. The "Other" column includes corporate-related items and, as it relates to segment profit, income and expense not allocated to reportable segments.

(in thousands) Nine Months Ended September 30, 1999:	Retail	Programs	Service	Brokerage	Other	Total
Total Revenues	$ 92,159	$17,857	$11,174	$10,690	$ (776)	$131,104
Interest and other investment income	1,370	899	165	265	(802)	1,897
Interest expense	745	-	-	-	(355)	390
Depreciation and amortization	6,308	1,087	292	718	198	8,603
Income (loss) before income taxes	20,847	5,418	1,839	3,714	1,070	32,888
Total assets	147,446	58,652	6,092	25,344	(15,247)	222,287
Capital expenditures	2,338	312	323	181	172	3,326

Nine Months Ended September 30, 1998:	Retail	Programs	Service	Brokerage	Other	Total
Total Revenues	$ 77,124	$20,009	$10,253	$ 9,997	$ (774)	$116,609
Interest and other investment income	1,146	1,332	152	301	(436)	2,495
Interest expense	28	-	-	12	372	412
Depreciation and amortization	4,858	1,012	237	697	156	6,960
Income (loss) before income taxes	16,883	6,831	1,835	3,604	(1,213)	27,940
Total assets	123,783	59,247	5,285	23,863	(1,177)	211,001
Capital expenditures	2,172	455	262	153	41	3,083

ITEM 2: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

NET INCOME. Net income for the third quarter of 1999 was $7,083,000, or $.52 per share, compared with net income in the third quarter of 1998 of $6,060,000, or $.44 per share, a 17% increase. Net income for the nine months ended September 30, 1999 was $20,012,000, or $1.47 per share, compared with 1998 same-period net income of $17,001,000, or $1.25 per share, an 18% increase.

COMMISSIONS AND FEES. Commissions and fees for the third quarter of 1999 increased $3,357,000, or 9%, from the same period in 1998. Approximately $2,672,000 of this increase represents revenues from acquired agencies, with the remainder due to new business production. Commissions and fees for the nine months ended September 30, 1999 were $128,476,000 compared to $114,105,000 for the same period in 1998, a 13% increase. The 1999 increase is due to approximately $12,836,000 of revenue from acquired agencies, with the remainder due to new business production.

INVESTMENT INCOME. Investment income for the three- and nine-month periods ended September 30, 1999 decreased $147,000 and $598,000, respectively, from the same periods in 1998 primarily due to a decrease in available cash to invest.

OTHER INCOME. Other income primarily includes gains and losses from the sale of customer accounts and other assets. Other income for the third quarter ended September 30, 1999 increased $563,000 over the same period in 1998, due to the sale of certain customer accounts. Other income for the nine-month period ended September 30, 1999 increased $722,000 over the same period in 1998, due primarily to the disposition of the assets of the Company's Charlotte, North Carolina office in the first quarter of 1998, which resulted in a loss of $518,000.

EMPLOYEE COMPENSATION AND BENEFITS. Employee compensation and benefits increased 7% and 12%, respectively, during the three- and nine-month periods ended September 30, 1999 over the same periods in 1998. These increases primarily relate to the addition of new employees as a result of acquisitions. Employee compensation and benefits as a percentage of total revenue decreased to 51% in both the three- and nine-month periods ended September 30, 1999, compared to 52% for each of the same periods in 1998.

OTHER OPERATING EXPENSES. Other operating expenses for the third quarter of 1999 increased $428,000, or 6%, over the same period in 1998, primarily due to acquisitions. Other operating expenses increased $1,134,000, or 5%, for the nine months ended September 30, 1999, compared to the same period in 1998, primarily due to acquisitions. Other operating expenses as a percentage of total revenue decreased to 18% in the third quarter of 1999, compared to 19% in the same period in 1998, and decreased to 19% for the nine months ended September 30, 1999, compared to 20% in the same period in 1998.

AMORTIZATION. Amortization increased $260,000, or 16%, and $1,181,000, or 27%, for the three- and nine-month periods ended September 30, 1999, respectively, over the same periods in 1998, primarily due to increased amortization from acquisitions.

INTEREST. Interest decreased $41,000, or 28%, for the third quarter of 1999 over the same period in 1998. Interest decreased $22,000, or 5%, for the nine months ended September 30, 1999 compared to the same period in 1998, primarily due to decreased levels of debt.

LIQUIDITY AND CAPITAL RESOURCES

The Company's cash and cash equivalents of $35,805,000 at September 30, 1999 decreased by $6,968,000 from $42,773,000 at December 31, 1998. For the nine-month period ended September 30, 1999, operating activities provided $32,635,000 of cash. From both this amount and existing cash balances, $16,825,000 was used for payments on long-term debt, $15,574,000 was used to acquire businesses, $4,469,000 was used for payments of dividends, and $3,326,000 was used for additions to fixed assets. The current ratio at September 30, 1999 was 0.93, compared to 1.03 as of December 31, 1998.

The Company has a revolving credit agreement with a major insurance company under which up to $4 million presently may be borrowed at an interest rate equal to the prime lending rate plus one percent (9.25% at September 30, 1999). The amount of available credit will decrease by $1 million each year beginning in August 2000 until the facility expires in August 2003. As of September 30, 1999, the maximum amount of borrowings was outstanding. The Company also has a revolving credit facility with a national banking institution that provides for available borrowings of up to $50 million, with a maturity date of October, 2000. As of September 30, 1999, there were no borrowings against this line of credit. The Company believes that its existing cash, cash equivalents, short-term investments portfolio, funds generated from operations and available credit facility borrowings are sufficient to satisfy its normal financial needs.

YEAR 2000 DATE CONVERSION

Year 2000 issues relate to system failures or errors resulting from computer programs and embedded computer chips that utilize dates with only two digits instead of four digits to represent a year. A data field with two digits representing a year may result in an error or failure due to the system's inability to recognize "00" as the year 2000.

The Company has evaluated and identified the risks of failure of its information and financial systems that may be adversely affected by Year 2000 issues. Earlier this year, the Company concluded that it must be "core compliant" with respect to the operations of its agency management system and all attendant hardware, software and communications systems. As defined by the Company, core compliance means (i) the ability for the agency management system and related systems to correctly process information in their usual and intended manner on and after January 1, 2000, and (ii) the ability to accurately retrieve information that is stored in the system prior to January 1, 2000.

The Company has substantially completed the testing and implementation of its core compliance strategy. To date, approximately $550,000 has been expended in systems upgrades directly relating to Year 2000 issues. Any additional amounts needed to finalize any remaining upgrades are not expected to be material in nature.

Based on its assessments and testing, the Company believes that it will not experience any material disruption as a result of Year 2000 issues in processing information, interfacing with key vendors, or with processing orders and billing. However, the Year 2000 issue creates risk for the Company from unforeseen problems in its own computer systems and from systems of third parties on which the Company relies. Accordingly, the Company has requested assurances from software vendors from which it has purchased or from which it may purchase software that the software sold to the Company will continue to correctly process date information through 2000 and beyond. In addition, the Company has questioned its independent brokers and insurance carriers as to their progress in identifying and addressing problems that their computer systems may experience in correctly processing date information as the year 2000 approaches and thereafter. However, there are no assurances that the Company will identify all date-handling problems in its business systems or that the Company will be able to successfully remedy Year 2000 compliance issues that are discovered.

To the extent that the Company is unable to resolve its Year 2000 issues prior to January 1, 2000, operating results could be adversely affected. In addition, the Company could be adversely affected if other entities (e.g., insurance carriers and independent agents through which the Company brokers business) not affiliated with the Company do not appropriately address their own Year 2000 compliance issues in advance of their occurrence. There is also risk that insureds may attempt to recover damages from the Company if their insurance policies procured with the assistance of the Company are believed by such insureds to cover Year 2000-related claims, but

do not do so. The impact of these potential legal disputes cannot be reasonably estimated. The Company has developed a contingency plan for dealing with Year 2000 issues that could surface in a particular office or offices. That plan involves shifting the information systems functions from the affected office to another Company office that will be specially equipped and staffed to absorb the additional responsibilities. However, there can be no assurance that Year 2000 issues will not have a material adverse effect on the Company's business, results of operation or financial condition.

FORWARD-LOOKING STATEMENTS

From time to time, the Company may publish "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, or make oral statements that constitute forward-looking statements. These forward-looking statements may relate to such matters as anticipated financial performance of future revenues or earnings, business prospects, projected acquisitions or ventures, new products or services, anticipated market performance, compliance costs, and similar matters. The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements. In order to comply with the terms of the safe harbor, the Company cautions readers that a variety of factors could cause the Company's actual results to differ materially from the anticipated results or other expectations expressed in the Company's forward-looking statements. These risks and uncertainties, many of which are beyond the Company's control, include, but are not limited to: (i) competition from existing insurance agencies and new participants and their effect on pricing of premiums; (ii) changes in regulatory requirements that could affect the cost of doing business; (iii) legal developments affecting the litigation experience of the insurance industry; (iv) the volatility of the securities markets; (v) the potential occurrence of a major natural disaster in certain areas of the State of Florida, where the Company's business is concentrated, and (vi) general economic conditions. The Company does not undertake any obligation to publicly update or revise any forward-looking statements.

ITEM 3: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the potential loss arising from adverse changes in market rates and prices, such as interest, foreign currency exchange rates, and equity prices. The Company is exposed to market risk through its revolving credit line and some of its investments; however, such risk is not considered to be material as of September 30, 1999.

BROWN & BROWN, INC.

PART II - OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

The Company is involved in various pending or threatened proceedings by or against the Company or one or more of its subsidiaries which involve routine litigation relating to insurance risks placed by the Company, and other contractual matters. The Company's management does not believe that any such pending or threatened proceedings will have a material adverse effect on the Company's financial position or results or operations.

ITEM 2 - CHANGE IN SECURITIES AND USE OF PROCEEDS

Effective July 20, 1999, the Company acquired all of the outstanding shares of two related entities - Ampher Insurance, Inc. (Ampher) and Ross Insurance of Florida, Inc. (Ross). In exchange for all of the outstanding stock of Ampher and Ross, the Company issued 167,328 shares of the Company's common stock to the former shareholders of those agencies. The Company's shares were offered and sold privately and no underwriting was involved.

The Company issued the shares without registration under the Securities Act of 1993 (the "Act"). The Company relied upon the exemptions set forth in Section 4(2) of the Act and Rule 506 of Regulation D, promulgated thereunder. In the transaction, the Company (i) made available to the purchasers the information required by Rule 502(b) of Regulation D, (ii) did not offer the shares by means of any advertisement, general solicitation or other means proscribed by Rule 502(c) of Regulation D, (iii) informed the purchasers of the limitations on resale of the shares and placed an appropriate restrictive legend on the share certificates, and (iv) filed a notice on Form D with the Securities and Exchange Commission within 15 days after the sale. The Company shares were offered privately by the Company to fewer than 35 purchasers and the Company reasonably believed that each purchaser (or representative of such purchaser) had such knowledge and experience in financial and business matters that he was capable of evaluating the merits and risks of the prospective investment.

ITEM 6 - EXHIBITS AND REPORTS ON FORM 8-K

(a) EXHIBITS

Exhibit 3a - Amended and Restated Articles of Incorporation (incorporated by reference to Exhibit 3a to Form 10-Q for the quarter ended March 31, 1999)

Exhibit 3b - Amended and Restated Bylaws (incorporated by reference to Exhibit 3b to Form 10-K for the year ended December 31, 1996)

Exhibit 4b - Rights Agreement, dated as of July 30, 1999, between the Company and First Union National Bank, as Rights Agent (incorporated by reference to Exhibit 4.1 to Form 8-K filed on August 2, 1999).

Exhibit 10k - Rights Agreement, dated as of July 30, 1999, between the Company and First Union National Bank, as Rights Agent (incorporated by reference to Exhibit 4.1 to Form 8-K filed on August 2, 1999).

Exhibit 11 - Statement re: Computation of Basic and Diluted Earnings Per Share

Exhibit 27 - Financial Data Schedule (for SEC use only)

(b) The Company filed a report on Form 8-K on August 2, 1999 to reflect the Company's adoption of a Shareholder Rights Plan on July 29, 1999. No financial statements were filed as part of the report.

SIGNATURES

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

BROWN & BROWN, INC.

Date: November 5, 1999

/S/ JEFFREY R. PARO

Jeffrey R. Paro, Vice President,
Chief Financial Officer and Treasurer
(duly authorized officer, principal
financial officer and principal
accounting officer)

Exhibit 11 - Statement Re: Computation of Basic and Diluted Earnings Per Share (Unaudited)

	Three Months Ended September 30, 1999	Three Months Ended September 30, 1998	Nine Months Ended September 30, 1999	Nine Months Ended September 30, 1998
BASIC EARNINGS PER SHARE				
Net Income	$ 7,083	$ 6,060	$20,012	$17,001
Weighted average shares outstanding	13,604	13,643	13,636	13,575
Basic earnings per share	$ .52	$ .44	$ 1.47	$ 1.25
DILUTED EARNINGS PER SHARE				
Weighted average number of shares outstanding	13,604	13,643	13,636	13,575
Net effect of dilutive stock options, based on the treasury stock method	2	-	1	-
Total diluted shares used in computation	13,606	13,643	13,637	13,575
Diluted earnings per share	$ .52	$ .44	$ 1.47	$ 1.25

5

This Schedule contains summary financial information extracted from the financial statements of Brown & Brown, Inc. for the nine months ended September 30, 1999, and is qualified in its entirety by reference to such financial statements.

1000

9-MOS
DEC-31-1999
SEP-30-1999
35,805
9,726
61,221
0
0
104,424
36,386
22,454
222,287
112,755
0
0
0
1,361
96,276
222,287
0
131,104
0
98,216
0
0
5,915
32,888
12,876
20,012
0
0
0
20,012
.52
.52