

**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* <b>BROWN J POWELL</b>			2. Issuer Name and Ticker or Trading Symbol <b>BROWN &amp; BROWN INC [ BRO ]</b>			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) <b>Regional Exec. VP</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>11/28/2006</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
220 S RIDGEWOOD AVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>DAYTONA BEACH FL 32114</b>								
(City) (State) (Zip)								

**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	11/28/2006		G	V	666	A	\$0	8,129 <sup>(1)</sup>	D	
Common Stock, \$.10 par value	11/28/2006		G	V	333	A	\$0	3,413	I	Children <sup>(2)</sup>
Common Stock, \$.10 par value								966,912 <sup>(3)</sup>	I	LLC
Common Stock, \$.10 par value								69,560	I	Stock Performance Plan <sup>(4)</sup>
Common Stock, \$.10 par value								11,939	I	401(k) Plan <sup>(5)</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>(6)</sup>	\$4.8359							04/21/2004	04/20/2010	Common Stock	20,680	20,680	D	
Stock Options <sup>(6)</sup>	\$4.8359							04/21/2005	04/20/2010	Common Stock	20,680	20,680	D	
Stock Options <sup>(6)</sup>	\$4.8359							04/21/2006	04/20/2010	Common Stock	17,960	17,960	D	
Stock Options <sup>(6)</sup>	\$15.78							03/23/2013 <sup>(7)</sup>	03/24/2013	Common Stock	50,000	50,000	D	

**Explanation of Responses:**

- A portion of these shares were acquired through the Company's Employee Stock Purchase Plan. Number of shares may reflect reinvested dividends.
- 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.
- These shares are held by Benalulua Ltd. LLC, a liited liability company (the "LLC"), an entity the sole owner of which is an irrevocable trust, the sole beneficiary of which is the reporting person. The reporting person retains investment control over the Shares pursuant to an investment advisory and a management agreement entered into between the reporting person and the LLC.
- These securities were granted at various dates throughout the year pursuant to the Company's Stock Performance Plan based on the satisfaction of conditions contained in that Plan. The recipient has voting rights and dividend entitlements with respect to a portion of these shares, but full ownership will not vest until the satisfaction of additional conditions.
- Based upon information supplied as of 11/27/06 by the Plan's recordkeeper. Number of shares varies periodically based on contributions to plan.
- 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.
- These options vest and become exercisable on 3/23/13, unless accelerated based on satisfaction of conditions established pursuant to the Plan.

J. Powell Brown 11/29/2006  
\*\* 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.**