

**FORM 3**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

OMB APPROVAL  
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Date of Event Requiring Statement (Month/Day/Year)	4. Issuer Name and Ticker or Trading Symbol		
Brown James Powell (Last) (First) (Middle)			12/1/02	Brown & Brown, Inc. (BRO)		
460 Virginia Drive (Street)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		6. If Amendment, Date of Original (Month/Day/Year)
Winter Park FL 32789 (City) (State) (Zip)				Director	10% Owner	
				Officer (give title below)	Other (specify below)	7. Individual or Joint/Group Filing (Check Applicable Line)
				X		Form filed by One Reporting Person
				Regional Executive Vice President		Form filed by More than One Reporting Person

**Table I 1/4 Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$10 par value	470,143	D	
Common Stock, \$10 par value	26,210	I(1)	Stock Performance Plan
Common Stock, \$10 par value	5,015	I(2)	401(k) Plan
Common Stock, \$10 par value	1,000	I(3)	By son

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 5(b)(v).

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 control number.

(Over)  
SEC. 1473 (7-02)

FORM 3 (continued)		Table II 3/4 Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)					
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options(a)	4/21/03(b)	4/21/10	Common Stock	40,000	9.6719	D	N/A

**Explanation of Responses:**

- (1) 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 these shares, but full ownership will not vest until the satisfaction of the conditions.
- (2) These securities were acquired on a periodic basis pursuant to an employee benefit plan.
- (3) Reporting person disclaims beneficial ownership of securities owned by son who shares 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.
- (a) Granted by the Compensation Committee of the Board Directors pursuant to the Company's 2000 Incentive Stock Option Plan (the "Plan") effective April 21, 2000. Consideration for granted options is grantee's performance and continued service with Company as specified in the Plan.
- (b) These options vest and become exercisable on April 20, 2010, unless accelerated based on satisfaction of conditions established pursuant to the Plan. Due to the satisfaction of these conditions, 10,340 will vest and become exercisable on April 21, 2003, 10,340 options vest and become exercisable on April 21, 2004.

/s/ J. POWELL BROWN

12/2/02

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

\*\*Signature of Reporting Person  
J. POWELL BROWN

Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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