

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	
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1. Name and Address of Reporting Person* <u>KIRK KENNETH D</u>			2. Issuer Name and Ticker or Trading Symbol <u>BROWN & BROWN INC [BRO]</u>			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) Regional President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/24/2008</u>			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		
2800 N CENTRAL AVE STE 1600			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
<u>PHOENIX</u>	<u>AZ</u>	<u>85004</u>						
(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	12/24/2008		M		41,360	A	\$4.8359	915,007 ⁽¹⁾	I	Irrevocable Trust w/ Spouse
Common Stock, \$.10 par value								290,018 ⁽²⁾	D	
Common Stock, \$.10 par value								14,501	I	401(k) Plan ⁽³⁾

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						Title
Stock Options ⁽⁴⁾	\$4.8359	12/24/2008	12/24/2008	M			20,680	04/21/2005	04/20/2010	Common Stock	20,680	\$4.8359	0	D	
Stock Options ⁽⁴⁾	\$4.8359	12/24/2008	12/24/2008	M			20,680	04/21/2006	04/20/2010	Common Stock	20,680	\$4.8359	0	D	
Stock Options ⁽⁴⁾	\$15.78							01/01/2007	03/23/2013	Common Stock	100,728		100,728	D	
Stock Options ⁽⁴⁾	\$15.78							03/22/2013	03/23/2013	Common Stock	12,672		12,672	D	
Stock Options ⁽⁴⁾	\$18.48							11/26/2017	02/26/2018	Common Stock	115,000		115,000	D ⁽⁵⁾	

Explanation of Responses:

- This total includes 1,674 shares obtained through the Company's Employee Stock Purchase Plan in August 2008. Number of shares may vary due to dividend reinvestment.
- These securities were granted at various dates pursuant to the Company's Stock Performance Plan. Based on the satisfaction of conditions established pursuant to that Plan, the Reporting Person has voting rights and dividend entitlement with respect to a portion of these shares, but full ownership will not vest until the satisfaction of additional conditions.
- Based upon information supplied on 12/24/2008 by the Plan's recordkeeper. Number of shares may vary periodically based on contributions to plan.
- Granted by the Compensation Committee of the Board of Directors pursuant to the Company's 2001 Incentive Stock Option Plan (the "Plan").
- These options vest and become exercisable on 11/26/17 unless accelerated based on conditions pursuant to the plan.

KENNETH D. KIRK 12/26/2008
** 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.