

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>WALKER CORY T</u> (Last) (First) (Middle) <u>220 S RIDGEWOOD AVENUE</u> (Street) <u>DAYTONA BEACH FL 32114</u> (City) (State) (Zip)	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) <u>CFO, Sr. VP and Treasurer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/10/2008</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	10/10/2008		J ⁽¹⁾		2,900	A	\$0 ⁽¹⁾	62,416	D ⁽²⁾	
Common Stock, \$.10 par value	10/10/2008		J ⁽¹⁾		2,900	D	\$0 ⁽¹⁾	62,416	D ⁽²⁾	
Common Stock, \$.10 par value								220,274	I	Stock Performance Plan ⁽³⁾
Common Stock, \$.10 par value								27,198	I	401(k) Plan ⁽⁴⁾
Common Stock, \$.10 par value								27,300	I	IRA Account

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 ⁽⁵⁾	\$15.78							03/23/2013	03/24/2013	Common Stock	50,000		50,000	D	
Stock Options ⁽⁵⁾	\$18.48							11/26/2017 ⁽⁶⁾	02/26/2018	Common Stock	100,000		100,000	D	

Explanation of Responses:

- The referenced purchase of shares was being executed by a broker in accordance with a standing order placed by the Reporting Person months earlier for the purchase of shares of the Company in the event that the price decreased to a specified level. Upon learning that the transaction was occurring, the Reporting Person promptly took action to rescind the transaction because the transaction was occurring during a quarterly "blackout" period in which Company officers, including the Reporting Person, should not be trading in the stock of the company pursuant to the Company policy.
- Owned jointly with spouse.
- 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 entitlements with respect to a portion of these shares, but full ownership will not vest until the satisfaction of additional conditions.
- Based upon the information supplied as of 10/15/2008 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").
- These options vest and become exercisable on 11/26/17, unless accelerated based on satisfaction of conditions established pursuant to the Plan.

CORY T. WALKER

10/15/2008

** 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.