

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* BRIDGES C ROY (Last) (First) (Middle) 3101 W MLK JR BLVD STE 400 (Street) TAMPA FL 33607 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol BROWN & BROWN INC [BRO]	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 Exec. Vice President
	3. Date of Earliest Transaction (Month/Day/Year) 10/31/2008	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	10/31/2008		M		62,040	A	\$4.836	96,163	D	
Common Stock, \$.10 par value	10/31/2008		S		25,000	D	\$20	71,163 ⁽¹⁾	D	
Common Stock, \$.10 par value								256,378 ⁽²⁾	D	
Common Stock, \$.10 par value								810	I	Spouse ⁽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	10/31/2008		M			20,680	04/21/2004	04/20/2010	Common Stock	20,680	\$4.8359	0	D	
Stock Options ⁽⁴⁾	\$4.8359	10/31/2008		M			20,680	04/21/2005	04/20/2010	Common Stock	20,680	\$4.8359	0	D	
Stock Options ⁽⁴⁾	\$4.8359	10/31/2008		M			20,680	04/21/2006	04/20/2010	Common Stock	20,680	\$4.8359	0	D	
Stock Options ⁽⁴⁾	\$15.78							03/23/2013	03/24/2013	Common Stock	126,016		126,016	D	
Stock Options ⁽⁴⁾	\$18.48							11/26/2017	02/26/2018	Common Stock	130,000 ⁽⁵⁾		130,000	D	

Explanation of Responses:

- A total of 1,674 of these shares were acquired through the Company's Employee Stock Purchase Plan in August 2008. Number of shares may reflect reinvested dividends.
- These securities were granted pursuant to the Company's Performance Stock Plan. Based on the satisfaction of certain performance-based conditions established pursuant to the 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.
- Reporting Person disclaims beneficial ownership in shares owned by Spouse of Reporting Person.
- 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.

**LAUREL L GRAMMIG FOR
C ROY BRIDGES PER
POWER OF ATTORNEY** 11/04/2008

** 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.

LIMITED POWER OF ATTORNEY

This Statement confirms that the undersigned, **C. Roy Bridges** (the "Insider"), has authorized and designated Laurel L. Grammig and Jennifer Hayes, and each of them (each of the foregoing is referred to as an "Authorized Signer") to execute and file on the Insider's behalf any and all Forms 3, 4 and 5 (including any amendments thereto) that the Insider may be required to file with the United States Securities and Exchange Commission as a result of the Insider's ownership of, and transaction in, securities of Brown & Brown, Inc. (the "Company").

The authority of the Authorized Signers under this Confirming Statement shall continue until the Insider is no longer required to file Forms 3, 4 and 5 with regard to the Insider's ownership of, or transactions in, securities of the Company, unless revoked in writing. The Insider acknowledges that none of the Authorized Signers is assuming any of the Insider's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Date: 2/28/08

/S/ C. ROY BRIDGES

C. Roy Bridges