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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* HENDERSON JIM W			2. Issuer Name and Ticker or Trading Symbol BROWN & BROWN INC [BRO]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
			[X	Director	10% Owner				
(Last) (First)		(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	- x	Officer (give title below)	Other (specify below)				
220 S RIDGEWOOD AVE			11/13/2008		Vice Chairman and COO					
(Street) DAYTONA BEACH	FL	32114	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line) X	vidual or Joint/Group Fili Form filed by One Re Form filed by More th	porting Person				
(City)	(State)	(Zip)			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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock, \$.10 par value	11/13/2008		S		30,000	D	\$20.57	651,909	D ⁽¹⁾	
Common Stock, \$.10 par value	11/14/2008		S		33,000	D	\$21.01	618,909	D ⁽¹⁾	
Common Stock, \$.10 par value								20,990 ⁽²⁾	D	
Common Stock, \$.10 par value								250,000 ⁽³⁾	I	401(k) Plan
Common Stock, \$.10 par value								305,283 ⁽⁴⁾	D	

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. Transa Code (8)		of		6. Date Exerci Expiration Dat (Month/Day/Ye	te	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	Amount or Number of Shares				
Stock Options ⁽⁵⁾	\$15.78							01/22/2008	03/24/2013	Common Stock	6,336		6,336	D	
Stock Options ⁽⁵⁾	\$15.78							01/22/2009	03/24/2013	Common Stock	6,336		6,336	D	
Stock Options ⁽⁵⁾	\$18.48							11/26/2017 ⁽⁶⁾	02/26/2018	Common Stock	200,000		200,000	D	

Explanation of Responses:

1. These shares are owned jointly with spouse.

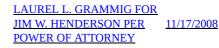
2. Number of shares may vary due to dividend reinvestment.

3. Number of shares may vary periodically based on contributions to plan.

4. These securities were granted pursuant to the Company's Performance Stock Plan. The recipient has voting rights and dividend entitlement with respect to a portion of these shares based on satisfaction of certain performance-based conditions, however, full ownership will not vest until the satisfaction of additional conditions.

5. Granted by the Compensation Committee of the Board of Directors pursuant to the Company's 2000 Incentive Stock Option Plan (the "Plan").

6. These options vest and become exercisable on 11/26/17, unless vesting is accelerated based on the satisfaction of conditions established pursuant to the Plan.



** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.