FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

OMB APPROVAL
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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, 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. Issuer Nar	ne and Ticker	or Trading	Symb	ool		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
Bell, III Samuel P.	1	Brown & Brown, Inc. (BRO)						or (give low)	10% Owner Other (specify below)				
(Last) (First) (Middle)	3. I.R.S. Ider Number of Person, if a (Voluntary)	Reporting n entity		nth/D	t for ay/Year uary/2003	}	7. Individual or Joint/Group Filing (Check Applicable Line)						
215 S. Monroe Street, 2 nd Floor (Street) Tallahassee FL 32301	-				5. If Amendment, Date of Original (Month/Day/Year)			form filed by One Reporting Person form filed by More than One Reporting Person					
Tallahassee FL 32301 (City) (State) (Zip)			Table I	3/ NIa	n Davissatissa	Cana	witing Aggrains	d, Disposed of, or Benefic	aller Or mad				
1. Title of Security (Instr. 3)	2. Trans- action Date	2. Trans- action Deemed 3. The secution Date Execution Date, if any (Month/ (Month/ Month/ Deems 1. Transfer 1. Tr			Transaction Code (Instr. 8) Code V Amount (A)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Owner- ship Indir Form: Bene	7. Nature of Indirect Beneficial Owner- ship			
	Day/ Year)	Day/ Year)	Code		Aillouilt	or (D)	Price	(Instr. 3 and 4)	(Instr. 4)	(Instr. 4)			
Common Stock, \$.10 par value	1/31/02		A	V	500	A	N/A	8,000	D				
				\vdash		H							

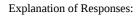
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 1474 (9-02)

FORM 4 (continued)	Table II ¾ Derivative Securities Acquired, Disposed of, or Beneficially Owned														
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	on or action exercise rice of eri- etive Month/ Day/	Deemed Execution Date, if	4. Transaction Code (Instr.		5. Number of ative Secu quired (A) posed of ((Instr. 3, 4	f Deriv- rities Ac- or Dis- D)			s, convertible securities) 7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of deriv- ative Secur- ities Bene- ficially Owned Follow-	10. Owner-ship Form of Deri-vative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares		ing Reported Trans- action(s) (Instr. 4)	(I) (Instr. 4)	
None															
		1						1						1	
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		 	-		\vdash			+			 	+		-	+
		 									 			†	1

^{*}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. 78 ff(a).

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

/S/ SAMUEL P. BELL III

1/31/03

**Signature of Reporting Person Samuel P. Bell, III Date