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 Na	2. Issuer Name and Ticker or Trading Symbol					6. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
								X	Director		10% Owner					
	В	Brown & Brown, Inc. (BRO)						Officer (g title belov		Other (specify below)						
Jennings	Toni															
(Last)	(First)	(Middle)	Number o Person, if	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)			4. Statement for Month/Day/Year January/2003			7. Individual or Joint/Group Filing (Check Applicable Line)						
1030 Wilfred Di					5. If Amendment,			Form file	ed by One Reporting Person							
	(Street)	\dashv				Date of Original (Month/Day/Year)			Form filed by More than One Reporting Person							
Orlando	FL	32803														
(City)	(State)	(Zip)		Table I 3/4 Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1. Title of Security (Instr. 3)			2. Trans- action Date	2A. Deemed Execution Date, if any (Month/ Day/ Year)	3. Trans- action Code (Instr.8	action or Disposed of			(D)	A)	5. Amount of Securities Beneficially Owned Following Reported	6. Owner- ship Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Owner- ship			
			Day/ Year)		Code	V	Amount	(A) or (D)		Price	Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	(Instr. 4)			
Common Stock, \$.10) par value		1/31/03		A	V	500		N/A		2,324	D				
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			-					_			-		+			
			_	-				+	_				-			

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).

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 3/4 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. Trans- action Code (Instr.8	3)	5. Number o ative Secu quired (A) posed of ((Instr. 3, 4	rities Ac- or Dis- D) and 5)			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 Owner- ship (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.															
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** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See18 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.

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/ TONI JENNINGS 1/31/03

**Signature of Reporting Person Date
TONI JENNINGS

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