FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

vva3/ii/igtof1, D.C. 20040							
CTATEMENT OF CHANGES IN DENETIONAL	0\44\ED01.UD						
STATEMENT OF CHANGES IN BENEFICIAL (JWNERSHIP						

Inglon, D.C. 20549	OMB APPROVAL

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

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

porting Person*										1				ting Per	rson(s) to	Issuer				
							2. Issuer Name and Ticker or Trading Symbol BROWN & BROWN INC [BRO]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
										-		X Dire	ctor		10%	Owner				
((Middle)		3. [Date of Earliest Transaction (Month/Day/Year)									Officer (give title Other (specify below) below)							
AVENUE	` ,			01/21/2015							President and CEO									
			- 4. If	Amer	ndmen	t, Date	of Origin	al File	ed (Month/D	ay/Year)	6	. Individual	r Joint/Gro	up Filin	g (Check	Applicable				
3	32114			The state of the s								Line) X Form filed by One Reporting Person								
			-									Form filed by More than One Reporting Person								
) ((Zip)																			
Tabl	le I - No	on-Deriv	vative	Sec	uriti	es Ac	quired	l, Di	sposed (of, or Be	nefici	ally Own	ed							
Date			Execution Date,		3. Transaction Code (Instr. 8)		Disposed Of (D) (Instr. 3, 4 a			5) Securi Benefi Owned	ies ially Following	Form: (D) or	Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership						
							Code	v	Amount	(A) or (D)	Price	Transaction(c)		(li		(Instr. 4)				
r value (SIP)		01/21/	2015				A		12,646	A	\$0.00	00 344	,357 ⁽¹⁾		D					
r value				_								1,10	0,286(2)	igspace	D					
r value (PSP))											70	70,332 ⁽³⁾		D					
r value				_								16,928 ⁽⁴⁾ I			I	By 401k				
r value												9	,171		I	Children ⁽⁵⁾				
T	able II												I							
Transaction te onth/Day/Year)	Execution if any	on Date,	4. Transaction Code (Instr. 8) Securiti Acquire (A) or Dispose of (D)		vative irities ired r osed)	Expiration Date		ration Date of Securities oth/Day/Year) Underlying		ies g Security nd 4)	Derivative Security Security (Instr. 5) Ity (Instr. 5) Benef Owne Follow Report Trans		erivative ecurities eneficially wned or l ollowing eported ansaction(s)		Beneficial (D) Ownership irect (Instr. 4)					
			Code	v	(A)			ıble	Expiration Date	Title	or									
							03/07/20	013	02/26/2018	Common Stock, \$.10 par value	35,000		35,0	000	D					
							08/01/20	013	02/26/2018	Common Stock, \$.10 par value	35,000)	35,0	000	D					
										Common Stock,					D					
	r value (SIP) r value r value (PSP) r value r value Transaction	r value (SIP) r value r value (PSP) r value Table II Transaction text on th/Day/Year) if any	Table I - Non-Derivate (Month/Date (Month/	Table I - Non-Derivative 2. Transaction Date (Month/Day/Year) r value (SIP) r value r value Table II - Derivative S (e.g., puts, of the pointh/Day/Year) Transaction te Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Zip) 2. Transaction Date (Month/Day/Year) 3.A. Deemed Execution Date, if any (Month/Day/Year) (Month/Day/Year)	Table I - Non-Derivative Secondate (Month/Day/Year) Table II - Derivative Secondate (Month/Day/Year) Table II - Derivative Secondate (e.g., puts, calls) Transaction term on the first any (Month/Day/Year) Table III - Derivative Secondate (e.g., puts, calls)	Table I - Non-Derivative Securiti 2. Transaction Date (Month/Day/Year) if any (Month/Day r value (SIP) 01/21/2015 r value Table II - Derivative Securities (e.g., puts, calls, wal Fransaction te Execution Date, if any (Month/Day/Year) if any (Month/Day/Year) 3A. Deemd Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. Security Application of Code (Instr. Sec	Table I - Non-Derivative Securities Ac 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2A.	Table II - Derivative Securities Acquired (Month/Day/Year) Table II - Derivative Securities Acquired (Month/Day/Year) Table III - Derivative Securities Acquired, (e.g., puts, calls, warrants, optic (e.g., puts, calls, warrants, optic (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) Date Exercise (03/07/26)	Table I - Non-Derivative Securities Acquired, Diate (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 1. Transaction (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (E.g., puts, calls, warrants, options, Calls, Warrants, Calls, Warrants, Calls, Warrants, Options, Calls, Warrants, Options, Calls, Warrants, Call	Table II - Non-Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, converting fany (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, converting fany (Month/Day/Year) Transaction team of the pointh/Day/Year (Month/Day/Year) Transaction team of the pointh/Day/Year) Transaction team of the pointh/Day/Year (Month/Day/Year) Transaction team of the pointh/Day/Year (Month/Day/Year)	Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible securities acquired (A) or Disposed of, or Ben (e.g., puts, calls, warrants, options, convertible securities acquired (A) or Disposed of (D) (Instr. and Securities acquired (A) or Disposed of (D) (D) (Instr. and Securities acquired (A) or Disposed of (D) (D) (Instr. and Securities acquired (A) or Disposed of (D) (D) (Instr. and Securities acquired (A) or Disposed of (D) (D) (Instr. and Securities acquired (A) or Disposed of (D) (D) (Instr. and Securities acquired (A) or Disposed of (D) (D) (Instr. and Securities acquired (A) or Disposed of (D) (D) (Instr. and Securities acquired (D)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Execution Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Price (Code (Instr. 18)) (A) or Value (SIP) (A) or Value (SIP) (A) or Value (Code (Instr. 18)) (A) or Value (Code (Instr.	Table - Non-Derivative Securities Acquired, Disposed Of, or Beneficially Owner	Calip X Form filed by C Form filed by C	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3.	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date (Month/Day/Year) 3. Securities Acquired (A) or Date (Month/Day/Year) 3. Securities Acquired (B) or V Amount (C) or Price (C) (I) (Instr. 4) 5. Amount of Securities Provincing Per Person 2. Transaction (Month/Day/Year) 5. Amount of Date (Execution Date (Execution Date) 5. Amount of Date (Execution Date (Execution Date) 6. Ownership Form: Direct (I) (Instr. 4) 7. Transaction (I) (Instr. 5) 7. Transaction (I) (Instr. 6) 7. Transaction (I) (Instr. 6) 7. Transaction (I) (Instr. 7) 7. Transaction (I) (Instr. 7				

- 1. These securities were granted pursuant to the Company's 2010 Stock Incentive Plan ("SIP"). Full ownership will not vest until the satisfaction of performance-based conditions established in connection with
- 2. A total of 955 of these shares were acquired through the Company's Employee Stock Purchase Plan in July 2014. Number of shares may vary due to dividend reinvestment.
- 3. These securities were granted pursuant to the Company's Performance Stock Plan ("PSP"). Based on the satisfaction of conditions established pursuant to the PSP, the Reporting Person has voting rights and dividend entitlement with respect to a portion of these shares based on the satisfaction of certain performance-based criteria, but full ownership will not vest until the satisfaction of additional conditions.
- 4. Based upon information supplied by the Plan recordkeeper. Number of shares varies periodically based on contributions to plan.
- 5. Reporting person disclaims beneficial ownership of securities owned by children who share reporting person's household. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purpose of Section 16 or for any other purpose
- 6. Granted by the Compensation Committee of the Board of Directors pursuant to the Company's 2000 Incentive Stock Option Plan (the "Plan").
- 7. These options vest and become exercisable on 11/26/17, unless accelerated based on satisfaction of conditions established pursuant to the Plan.

J. Powell Brown 01/22/2015

** 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.