## 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  Brown & Brown, Inc. (BRO)						6. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
	Bı							X Director Officer (give title below)		10% Owner Other (specify below)				
Smith Jan E.									peron)					
(Last) (First) (Middle)  1111 Third Avenue W., Ste. 110	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  5. If Amendment, Date of Original (Month/Day/Year)			7. Individual or Joint/Group Filing (Check Applicable Line)						
								Form filed	ed by One Reporting Person					
(Street)								Form filed by More than One Reporting Person						
Bradenton FL 34205														
(City) (State) (Zip)		T	able I ¾	4 Non	-Derivative	Secu	rities	Acquired, 1	Disposed of, or Ben	eficially Owned				
1. Title of Security (Instr. 3)	action Date (Month/	2A. Deemed Execution Date, if any (Month/	3. Trans- action Code (Instr. 8)  4. Securities Acq or Disposed of (Instr. 3, 4 and			sed of	(D)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Owner- ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Owner- ship			
	Day/ Year)	Day/ Year)	Code	V	Amount	or (D)		Рпсе	(Instr. 3 and 4)	(Instr. 4)	(Instr. 4)			
Common Stock, \$.10 par value	1/31/03		A	V	500	A	N/A		1,000	D				
Common Stock, \$.10 par value									2,000	I	IRA Account			
Common Stock, \$.10 par value									1,400	I	Spouse(1)			

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

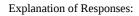
\*If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

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)

(1) The reporting person disclaims beneficial ownership of these securities, and 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.

FORM 4 (continued)	Table II ¾ Derivative Securities Acquired, Disposed of, or Beneficially Owned														
	(e.g., puts, calls, warrants, options, convertible securities)														
Title of Derivative     Security     (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	action Date	3A. Deemed Execution Date, if any  (Month/ Day/ Year)	4. Trans- action Code (Instr.		5. Number o ative Secu quired (A) posed of ( (Instr. 3, 4	rities Ac- or Dis- D)	ies Ac- Dis- Cisable and Expiration Date		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.															
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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/ JAN E. SMITH 1/31/03

\*\*Signature of Reporting Person Date
JAN E. SMITH

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