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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				
			3. Date of Earliest Transaction (Month/Day/Year) 12/19/2006	Х	Officer (give title below) President and C	Other (specify below)		
(Street) DAYTONA BEACH	FL	32114	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	,			
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	 Reported Transaction(s) (Instr. 3 and 4) 		(Instr. 4)
Common Stock, \$.10 par value	12/19/2006		G	v	1,500	D	\$0	32,419(1)	D	
Common Stock, \$.10 par value								358,448 ⁽²⁾	D	
Common Stock, \$.10 par value								256,310	I	Stock Performance Plan ⁽³⁾
Common Stock, \$.10 par value								250,000 ⁽⁴⁾	I	401(k) Plan

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(e.g., puts, calls, warrants, options, convertible securities)														
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)			of Deriv Secu Acqu (A) of Dispo of (D) (Instr	vative rities lired r osed) 7. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)		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				
\$4.836							04/21/2001	04/20/2010	Common Stock	20,680		20,680	D	
\$4.836							04/21/2002	04/20/2010	Common Stock	20,680		20,680	D	
\$4.836							04/21/2003	04/20/2010	Common Stock	374,832		374,832	D	
\$4.836							04/21/2004	04/20/2010	Common Stock	20,680		20,680	D	
\$4.836							04/21/2005	04/20/2010	Common Stock	20,680		20,680	D	
\$4.836							04/21/2006	04/20/2010	Common Stock	20,680		20,680	D	
\$15.78							01/22/2006	03/24/2013	Common Stock	180,992		180,992	D	
\$15.78							01/22/2007	03/24/2013	Common Stock	6,336 ⁽⁶⁾		6,336	D	
\$15.78							01/22/2008	03/24/2013	Common Stock	6,336 ⁽⁶⁾		6,336	D	
\$15.78							01/22/2009	03/24/2013	Common Stock	6,336 ⁽⁶⁾		6,336	D	
	Conversion or Exercise Price of Derivative Security \$4.836 \$4.836 \$4.836 \$4.836 \$4.836 \$4.836 \$4.836 \$4.836 \$4.836 \$4.836 \$4.836 \$4.836 \$4.836 \$4.836 \$4.836 \$4.836 \$4.836 \$4.836 \$15.78 \$15.78	Conversion or Exercise Price of Derivative SecurityDate (Month/Day/Year) Price of Derivative security\$4.836\$4.836\$4.836\$4.836\$4.836\$4.836\$4.836\$4.836\$4.836\$4.836\$4.836\$4.836\$4.836\$4.836\$4.836\$4.836\$15.78\$15.78	2. Conversion or Exercise Price of Derivative Security3. Transaction Date (Month/Day/Year)3.A. Deemed Execution Date, if any (Month/Day/Year)\$4.836	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 (Month/Day/Year) 4.836	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. 8) V 4. 4. 4. V 4. 4. 4. V 4. 4. 4. V 4. 4. 4. V 4. V 4. 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Explanation of Responses:

1. Of these shares 1,354 were acquired through the Company's Employee Stock Purchase Plan in August of 2006. Number of shares may reflect reinvested dividends.

2. These shares are owned jointly with spouse.

3. These securities were granted pursuant to the Company's Stock Performance Plan. The recipient has neither voting rights nor dividend entitlement with respect to a portion of these shares, and full ownership will not vest until the satisfaction of additional conditions.

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

5. Granted by the Compensation Committee of the Board of Directors pursuant to the Company's 2000 Incentive Stock Option Plan (the "Plan"). Consideration for granted options is grantee's performance and continued serviCe with Company as specified in the Plan.

6. Due to the satisfaction of conditions established pursuant to the Plan, the vesting of these options was accelerated so that an additional 6,336 will vest on each of 1/22/2007, 1/22/2008 and 1/22/2009,

respectively, subject to grantee's continued service with the Company as specified in the Plan.

JIM W. HENDERSON

** Signature of Reporting Person

12/20/2006

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.