

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>BOONE SAM R JR</u>	2. Date of Event Requiring Statement (Month/Day/Year) 01/21/2009	3. Issuer Name and Ticker or Trading Symbol <u>BROWN & BROWN INC [BRO]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Regional Executive Vice Pres.</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) 5728 MAJOR BLVD STE 450			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) ORLANDO FL 32819			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$.10 par value	57,368	D	
Common Stock, \$.10 par value	3,320	D ⁽¹⁾	
Common Stock, \$.10 par value	165,567	D ⁽²⁾	
Common Stock, \$.10 par value	23,683	I ⁽³⁾	401(k)
Common Stock, \$.10 par value	8,570	I ⁽⁴⁾	Owned by spouse

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

Explanation of Responses:

- Owned jointly with spouse.
- These securities were granted at various dates pursuant to the Company's Performance Stock Plan. Based on the satisfaction of certain performance-based conditions contained in that Plan, the recipient may have voting rights and dividend entitlements with respect to a portion of these shares, but full ownership will not vest until the satisfaction of additional conditions.
- Based upon information supplied as of 1/21/09 by the Plan's recordkeeper. Number of shares varies periodically based on contributions to plan.
- The Reporting Person's spouse is employed by a subsidiary of the Company. The Reporting Person's spouse's shares consist of 2,182 shares owned directly, 3,889 shares in 401(k) plan and 2,499 granted Performance Stock Plan shares.

SAM R. BOONE, JR.01/23/2009

** 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 5 (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.