

**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 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <b>WALKER CORY T</b>  (Last) (First) (Middle) <b>220 S. RIDGEWOOD AVE.</b>  (Street) <b>DAYTONA FL 32114</b> <b>BEACH</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>BROWN &amp; BROWN INC [ BRO ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Sr. VP, CFO and Treasurer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/31/2012</b>	

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

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)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$.10 par value	12/31/2012		M		50,000	A	\$15.78	50,000	D	
Common Stock, \$.10 par value	12/31/2012		M		20,000	A	\$18.48	70,000	D	
Common Stock, \$.10 par value	12/31/2012		M		14,589	A	\$18.48	84,589	D	
Common Stock, \$.10 par value	12/31/2012		F		8,871 <sup>(1)</sup>	D	\$25.32	75,718	D	
Common Stock, \$.10 par value (Jointly Owned)	12/31/2012		F		56,406 <sup>(2)</sup>	D	\$25.32	118,119 <sup>(3)</sup>	D	
Common Stock, \$.10 par value (PSP)								100,754	D	
Common Stock, \$.10 par value (SIP)								31,329	D <sup>(4)</sup>	
Common Stock, \$.10 par value								28,424	I	By 401k <sup>(5)</sup>
Common Stock, \$.10 par value								27,300	I	IRA Account

**Table II - 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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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					
Stock Options <sup>(6)</sup>	\$18.48	12/31/2012		M			20,000	04/14/2011	02/26/2018	Common Stock, \$.10 par value	\$18.48	0.0000	D	
Stock Options <sup>(6)</sup>	\$18.48	12/31/2012		M			14,589	11/11/2010	02/26/2018	Common Stock, \$.10 par value	\$18.48	0.0000	D	
Stock Options <sup>(6)</sup>	\$15.78	12/31/2012		M			50,000	12/23/2012	03/24/2013	Common Stock, \$.10 par value	\$15.78	0.0000	D	
Stock Options <sup>(6)</sup>	\$18.48							11/26/2017	02/26/2018	Common Stock, \$.10 par value		60,000 <sup>(7)</sup>	D	

**Explanation of Responses:**

- Shares were withheld by the Company solely to cover the income tax withholding requirements associated with the exercise of options for 84,589 shares under the Company's 2000 Incentive Stock Option Plan.
- These securities were surrendered in payment of the exercise price of options for 84,589 shares under the Company's 2000 Incentive Stock Option Plan.
- Number of shares may vary due to dividend reinvestment.

4. 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 this grant.

5. Based upon information supplied by the Plan recordkeeper. Number of shares varies periodically based on contributions to plan.

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.

Cory T. Walker

01/02/2013

\*\* 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.**