

HENDERSON JIM W
Form 4
December 19, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 OF SECURITIES

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 *
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)

(Last) (First) (Middle)
220 S. RIDGEWOOD AVE.

3. Date of Earliest Transaction (Month/Day/Year)
12/16/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
President and COO

(Street)
DAYTONA BEACH, FL 32114

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (D) Price			
Common Stock, \$.10 par value	12/16/2005		G	V 2,000 D \$ 0	34,566 ⁽¹⁾	D	
Common Stock, \$.10 par value					358,448 ⁽¹⁾ <u>(2)</u>	D	
Common Stock, \$.10 par value					256,310 ⁽¹⁾	I	Stock Performance Plan ⁽³⁾

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Common
Stock,
\$.10 par
value

307,730 ⁽¹⁾
(4)

I

401(k) Plan

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options <u>(5)</u>	\$ 4.836					04/21/2001 04/20/2010	Common Stock	20,680 <u>(1)</u>
Stock Options <u>(5)</u>	\$ 4.836					04/21/2002 04/20/2010	Common Stock	20,680 <u>(1)</u>
Stock Options <u>(5)</u>	\$ 4.836					04/21/2003 04/20/2010	Common Stock	374,832 <u>(1)</u>
Stock Options <u>(5)</u>	\$ 4.836					04/21/2004 04/20/2010	Common Stock	20,680 <u>(1)</u>
Stock Options <u>(5)</u>	\$ 4.836					04/21/2005 04/20/2010	Common Stock	20,680 <u>(1)</u>
Stock Options <u>(5)</u>	\$ 4.836					04/21/2006 ⁽⁶⁾ 04/20/2010	Common Stock	20,680 <u>(1)</u>
Stock Options <u>(5)</u>	\$ 15.78					03/23/2013 03/24/2013	Common Stock	200,000 <u>(7)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENDERSON JIM W 220 S. RIDGEWOOD AVE. DAYTONA BEACH, FL 32114	X		President and COO	

Signatures

Jim W.
Henderson
12/19/2005

**Signature of
Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Reflects a 2-for-1 stock split effective 11/28/2005.
- (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) Based upon information supplied as of 6/9/05 by the Plan's recordkeeper. Number of shares varies 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 20,680 will vest on 4/21/06, subject to grantee's continued service with the Company as specified in the Plan.
- (7) These options vest and become exercisable on 3/23/13, unless accelerated based on satisfaction of conditions established pursuant to the Plan.

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.