

PENNY JEROME SCOTT
 Form 4
 April 21, 2010

FORM 4

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

OMB APPROVAL

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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 *
PENNY JEROME SCOTT

(Last) (First) (Middle)

220 S. RIDGEWOOD AVE

(Street)

DAYTONA BEACH, FL 32114

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BROWN & BROWN INC [BRO]

3. Date of Earliest Transaction
 (Month/Day/Year)
04/20/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Regional Executive VP

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, \$.10 par value	04/20/2010		F		8,324 D \$ 18.59	95,361	D
Common Stock, \$.10 par value	04/20/2010		M		32,000 A \$ 4.836	127,361	D ⁽¹⁾
Common Stock, \$.10 par value						203,622 ⁽²⁾	D
Common Stock, \$.10						4,399	D ⁽³⁾

par value

Common Stock, \$.10 par value	23,339	I	401(k) Plan ⁽⁴⁾
Common Stock, \$.10 par value	96	I	Children ⁽⁵⁾

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

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.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options ⁽⁶⁾	\$ 4.836	04/20/2010		M	20,680	04/21/2003 04/20/2010	Common Stock 20,680
Stock Options ⁽⁶⁾	\$ 4.836	04/20/2010		M	11,320	04/21/2004 04/20/2010	Common Stock 11,320
Stock Options ⁽⁶⁾	\$ 15.78					01/01/2007 03/23/2013	Common Stock 67,328
Stock Options ⁽⁶⁾	\$ 15.78					03/22/2013 03/23/2013	Common Stock 12,672
Stock Options ⁽⁶⁾	\$ 18.48					11/26/2017 02/26/2018	Common Stock 100,000 ⁽⁷⁾

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

