BROWN & BROWN INC

Form 4

March 29, 2006

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

Form 5

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

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

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

2. Issuer Name and Ticker or Trading

See Instruction

1. Name and Address of Reporting Person *

1(b).

\$.10 par

value

(Print or Type Responses)

LYDECKER CHARLIE				Symbol BROWN & BROWN INC [BRO]					Issuer			
	(Last) (First) (Middle) 220 S. RIDGEWOOD AVE. (Street) DAYTONA BEACH, FL 32114			3. Date of Earliest Transaction (Month/Day/Year) 03/28/2006 4. If Amendment, Date Original Filed(Month/Day/Year)					(Check all applicable) Director 10% OwnerX Officer (give title Other (specify below) Regional Executive VP 6. Individual or Joint/Group Filing(Check Applicable Line)X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City) (State) (Zip)				Table I New Desiration Committee And					Person quired, Disposed of, or Beneficially Owned			
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme	d Date, if	3.	4. Securit on(A) or Dis (Instr. 3, 4	ies Ac	equired l of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (I) (Instr. 4)		
	Stock, \$.10 par value	03/28/2006			S	15,670	D	\$ 32.03	190,956 (1)	D		
	Common Stock, \$.10 par value								12,551	I	401(k) Plan	
	Common Stock,								101,700	I	Stock Performance	

Plan (3)

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Common

Stock, Ι Children (4) 24 \$.10 par

value

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

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03/23/2013(7) 03/24/2013

(Ir

50,000

Stock

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. onNumber 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	\$ 4.8359					04/21/2006(6)	04/20/2010	Common Stock	17,960	
Stock	¢ 15 70					02/22/2012(7)	02/24/2012	Common	50,000	

Reporting Owners

\$ 15.78

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

LYDECKER CHARLIE 220 S. RIDGEWOOD AVE. DAYTONA BEACH, FL 32114

Regional Executive VP

Signatures

CHARLES

Options

LYDECKER 03/29/2006

**Signature of Reporting Person

Date

2 Reporting Owners

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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) Owned joint with spouse.
- (2) These securities were acquired on a periodic basis pursuant to an employee benefit plan. Amounts shown are based on information as of December 31, 2005.
- These securities were granted pursuant to the Company's Stock Performance Plan. Until the satisfaction of conditions established

 (3) pursuant to that Plan, the recipient has neither voting rights nor dividend entitlement with respect to these shares, and full ownership will not vest until the satisfaction of additional conditions.
- Reporting person disclaims beneficial ownership of securities owned by children who share reporting person's household. This report

 (4) shall not be deemed an admission that the reporting person is the beneficial owner of such securities for the purpose of Section 16 or for any other purpose.
- 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.
- Due to the satisfaction of conditions established pursuant to the Plan, 8,980 options will vest and become exercisable on April 21, 2006, subject to grantee's continued service with Company as specified in the Plan.
- (7) These options vest and become exercisable on 3/23/13, unless accelerated based on satisfaction of conditions 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.

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