

HENDERSON JIM W  
Form 4  
May 02, 2003

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

OMB APPROVAL  
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**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, 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*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Henderson Jim W			Brown & Brown, Inc. (BRO)			<input checked="" type="checkbox"/>	Director	10% Owner		
						<input checked="" type="checkbox"/>	Officer (give title below)	Other (specify below)		
President and Chief Operating Officer			3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)			4. Statement for Month/Day/Year				
(Last) (First) (Middle)			220 S. Ridgewood Ave.			May 1, 2003				
(Street)			Daytona Beach FL 32114			7. Individual or Joint/Group Filing (Check Applicable Line)				
(City) (State) (Zip)			Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			<input checked="" type="checkbox"/>	Form filed by One Reporting Person			
							Form filed by More than One Reporting Person			
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)
Common Stock, \$.10 par value			5/1/03		G	2,000	D N/A	27,340	D	
Common Stock, \$.10 par value								179,224**	D	
Common Stock, \$.10 par value								128,155	I	Stock Performance Plan(1)
Common Stock, \$.10 par value								241,521(2)	I	401(k) Plan(2)

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).

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(Over)  
SEC 1474  
(9-02)

\*\* These shares are owned jointly with spouse.

FORM 4 (continued)	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)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (a)	\$ 9.6719							4/21/01	4/20/10	Common Stock	10,340			D	
	9.6719							4/21/02	4/20/10	Common Stock	10,340			D	
	9.6719							4/21/03	4/20/10	Common Stock	187,416			D	
	9.6719							4/21/04(b)	4/20/10	Common Stock	10,340			D	
	9.6719							4/21/05(b)	4/20/10	Common Stock	10,340			D	
	9.6719							4/21/06(b)	4/20/10	Common Stock	10,340			D	
	\$31.56							3/23/13	3/24/13	Common Stock	100,000		339,116	D	

Explanation of Responses:

(1) 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.

(2) Based upon information supplied as of 12/31/02 by the Plan's recordkeeper. Number of shares varies periodically based on contributions to plan.

(a) Granted by the Compensation Committee of the Board 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.

(b) Due to the satisfaction of conditions established pursuant to the Plan, the vesting of these options was accelerated, so that an additional 10,340 will vest on each of 4/21/04, 4/21/05 and 4/21/06, subject to grantee's continued service with the Company as specified in the Plan.

(c) These options vest and become exercisable on 3/23/13, unless accelerated based on satisfaction of conditions established pursuant to the Plan.

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/S/ JIM W. HENDERSON  
[REDACTED]

5/1/03  
[REDACTED]

\*\* Intentional misstatements or omissions  
of facts constitute Federal Criminal  
Violations.  
*See* 18 U.S.C. 1001 and 15 U.S.C.  
78ff(a).

\*\*Signature of Reporting Person

Date

JIM W. HENDERSON

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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