

KIRK KENNETH D
Form 4
April 17, 2003

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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**

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)		
Kirk Kenneth D.			Brown & Brown, Inc. (BRO)		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Regional Executive Vice President		
					7. Individual or Joint/Group Filing (Check Applicable Line)		
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)	4. Statement for Month/Day/Year	<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
4041 N. Central Ave., Ste. 1500			April 15, 2003				
(Street)			5. If Amendment, Date of Original (Month/Day/Year)				
Phoenix AZ 85012							
(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)
Common Stock, \$.10 par value					125,650	I	Stock Performance Plan (1)
Common Stock, \$.10 par value					1,228	D	
Common Stock, \$.10 par value	4/15/03			\$ 500 D	\$35.51		
Common Stock, \$.10 par value	4/15/03			\$ 6,500 D	\$35.52		
Common Stock, \$.10 par value	4/15/03			\$ 400 D	\$35.53		
Common Stock, \$.10 par value	4/15/03			\$ 2,800 D	\$35.54		
Common Stock, \$.10 par value	4/15/03			\$ 600 D	\$35.55		
Common Stock, \$.10 par value	4/15/03			\$ 800 D	\$35.56		
Common Stock, \$.10 par value	4/15/03			\$ 300 D	\$35.57		
Common Stock, \$.10 par value	4/15/03			\$ 100 D	\$35.59		
Common Stock, \$.10 par value	4/15/03			\$ 800 D	\$35.60		
Common Stock, \$.10 par value	4/15/03			\$ 500 D	\$35.65		
Common Stock, \$.10 par value	4/15/03			\$ 100 D	\$35.70		
Common Stock, \$.10 par value	4/15/03			\$ 1,600 D	\$35.74	I	Irrevocable Trust w/ Spouse
Common Stock, \$.10 par value					768	I	401(k) Plan(2)

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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).

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. (Over) SEC 1474 (9-02)

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)	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. 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(b)	4/20/10	Common Stock	15,764			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(c)	3/24/13	Common Stock	56,700	124,164		D	

Explanation of Responses:

(1) Granted pursuant to the Company's Stock Performance Plan. Ownership will not vest until the satisfaction of conditions established pursuant to that Plan.

(2) Based upon information supplied as of 12/31/05, the Plan shares can be 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, 15,764 options will vest and become exercisable on 4/21/03, and 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 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.

/S/ KENNETH D. KIRK

4/16/03

**

**Signature of Reporting Person

Date

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

KENNETH D. KIRK

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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