

KIRK KENNETH D  
Form 4  
May 03, 2010

**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 \*  
**KIRK KENNETH D**  
  
(Last) (First) (Middle)  
  
2800 N CENTRAL AVE STE 1600  
  
(Street)  
  
PHOENIX, AZ 85004  
  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**BROWN & BROWN INC [BRO]**  
  
3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/29/2010**  
  
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)  
**Former Regional President**  
  
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 Beneficial Ownership (Instr. 4) |                        |   |                             |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------------------|---|-----------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |                        |   |                             |
| Common Stock, \$.10 par value   | 04/29/2010                           |  | S                              |   | 60,200  | D  | \$ 20.13  | 589,836                | I | Irrevocable Trust w/ Spouse |
| Common Stock, \$.10 par value   | 04/30/2010                           |  | S                              |   | 14,800  | D  | \$ 20.25  | 575,036                | I | Irrevocable Trust w/ Spouse |
| Common Stock, \$.10 par value   |                                      |  |                                |   |   |  |   | 290,018 <sup>(1)</sup> | D |                             |

|  |       |   |                    |
|--|-------|---|--------------------|
| Common<br>Stock,<br>\$.10 par<br>value | 4,373 | I | 401(k) Plan<br>(2) |
|--|-------|---|--------------------|

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. P<br>Der<br>Sec<br>(Ins |                                  |
|---|--|---|---|--------------------------------------|--|--|---|----------------------------|----------------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                      | Amount or<br>Number of<br>Shares |
| Stock<br>Options<br>(3)                             | \$ 15.78   |   |   |                                      |  | 01/01/2007   | 03/23/2013  | Common<br>Stock            | 100,118                          |
| Stock<br>Options<br>(3)                             | \$ 15.78   |   |   |                                      |  | 03/22/2013   | 03/23/2013  | Common<br>Stock            | 13,282                           |
| Stock<br>Options<br>(3)                             | \$ 18.48   |   |   |                                      |  | 11/26/2017   | 02/26/2018  | Common<br>Stock            | 115,000                          |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| KIRK KENNETH D<br>2800 N CENTRAL AVE STE 1600<br>PHOENIX, AZ 85004 |               |           | Former Regional President |       |

## Signatures

KENNETH D  
KIRK

05/03/2010

\_\_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).

- These securities were granted pursuant to the Company's Performance Stock Plan (the "PSP"). Based on the satisfaction of conditions established pursuant to the PSP, the Reporting Person has voting rights and dividend entitlement with respect to a portion of these shares based on the satisfaction of certain performance-based criteria, but full ownership will not vest until the satisfaction of additional conditions.
- (1) based on the satisfaction of certain performance-based criteria, but full ownership will not vest until the satisfaction of additional conditions.
  - (2) Number of shares may vary periodically based on contributions to plan.
  - (3) Granted by the Compensation Committee of the Board of Directors pursuant to the Company's 2000 Incentive Stock Option Plan (the "Plan").
  - (4) These options vest and become exercisable on 11/26/17 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.

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