

BROWN & BROWN INC  
Form 8-K  
January 30, 2012

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

\_\_\_\_\_  
**FORM 8-K**  
\_\_\_\_\_

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (date of earliest event reported): January 29, 2012**

\_\_\_\_\_  
**Brown & Brown, Inc.**  
**(Exact Name of Registrant as Specified in its Charter)**  
\_\_\_\_\_

|                       |                         |                               |
|-----------------------|-------------------------|-------------------------------|
| <b>Florida</b>        | <b>001-13619</b>        | <b>59-0864469</b>             |
| <b>(State or</b>      | <b>(Commission File</b> | <b>(I.R.S. Employer</b>       |
| <b>Incorporation)</b> | <b>Number)</b>          | <b>Identification Number)</b> |

**220 South Ridgewood Avenue, Daytona Beach, Florida 32114**  
(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: **(386) 252-9601**

\_\_\_\_\_  
**N/A**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

“Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

“Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

“Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

---

**Item 5.02** Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective January 29, 2012, J. Powell Brown, President and Chief Executive Officer, and a director of Brown & Brown, Inc. (the "Company"), has taken a temporary leave of absence for health reasons. During Mr. Powell Brown's absence, J. Hyatt Brown, who has served as the Chairman of the Company's Board of Directors since 1994, and who previously served as Chief Executive Officer of the Company until his retirement from that position in 2009, will assume Mr. Powell Brown's duties and responsibilities.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BROWN & BROWN, INC.

By: /S/ CORY T. WALKER  
Cory Walker  
Sr. Vice President, Treasurer and  
Chief Financial Officer

Date: January 30, 2012

