

BROWN & BROWN INC
 Form 5
 January 28, 2003

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, DC 20549

OMB APPROVAL
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ANNUAL 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

[] Form 3 Holdings Reported

[] Form 4 Transactions Reported

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)		
Brown J. Hyatt			BRO		<input checked="" type="checkbox"/> Direct	<input type="checkbox"/> 10% Owner	
(Last) (First) (Middle)					<input checked="" type="checkbox"/> Officer (give title below)	Other (specify below)	
213 Riverside Drive			3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)		7. Individual or Joint/Group Reporting (check applicable line)		
(Street)			4. Statement for Month/Year		Form Filed by One Reporting Person		
Ormond Beach FL 32176			5. If Amendment, Date of Original (Month/Year)		Form Filed by More than One Reporting Person		
(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock, \$.10 par value	12/3/02		G	2,245	D	N/A	18,335	D**	
Common Stock, \$.10 par value							10,870,664	I	Limited Partnership

*

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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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