FREEBOURN RICHARD

Form 4

December 21, 2011

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

OMB Number:

3235-0287

OMB APPROVAL

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: Estimated average

January 31, 2005

0.5

subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response...

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FREEBOURN RICHARD

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol BROWN & BROWN INC [BRO]

(Last)

(City)

(First) (Middle)

(Check all applicable)

220 S RIDGEWWOD AVE

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

12/19/2011

below)

Vice President

4. If Amendment, Date Original

Code V

 $F^{(1)}$

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

DATONA BEACH, FL 32114

(Street)

(State)

(Zip)

(City)	(State)	(Zip) Tal	ble I - Non-	Derivative Securities Acc	quired, Disposed	of, or Benefic	ially Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	or(A) or Disposed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)		Owned	Direct (D)	Ownership
					Following	or Indirect	(Instr. 4)
				(4)	Reported	(I)	
				(A)	Transaction(s)	(Instr. 4)	

or

Price

(Instr. 3 and 4)

Common

Stock, 12/19/2011 \$.10 par

Amount

11,591 D

 $7,461 \frac{(2)}{}$

D

value

Common Stock,

 $28,197 \stackrel{(3)}{=}$ D

\$.10 par value

Common

Stock,

 $50,726 \frac{(4)}{(5)} \frac{(5)}{D}$

\$.10 par value

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Common Stock, \$.10 par value	24,593 <u>(6)</u>	I	401(k) Plan
Common Stock, \$.10 par value	1,250 (7)	I	Co-Trustee of Irrevocable Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

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)	4. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	3	ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
FREEBOURN RICHARD						

220 S RIDGEWWOD AVE Vice President DATONA BEACH, FL 32114

Signatures

Person

RICHARD FREEBOURN 12/21/2011 **Signature of Reporting Date

Reporting Owners 2

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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).
- (1) Shares were withheld by the Company solely to cover the income tax withholding requirements associated with the vesting of 43,822 shares of restricted stock under the Company's Performance Stock Plan ("PSP").
- Based on the satisfaction of conditions contained in the Company's Stock Performance Plan, Reporting Person has voting rights and dividend entitlements with respect to a portion of these shares, but full ownership will not vest until the satisfaction of additional conditions.
- (3) These securities were granted pursuant to the Company's 2010 Stock Incentive Plan ("SIP"). Full ownership will not vest until the satisfaction of performance-based conditions established in connection with this grant.
- (4) Number of shares may reflect reinvested dividends.
- (5) Owned jointly with spouse.
- (6) Based upon information supplied by the Plan's recordkeeper. Number of shares varies periodically based on contributions to plan.
- (7) The Reporting Person disclaims beneficial ownership of these securities and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for the purpose of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.