LOWE COLIN E Form 3 January 28, 2009

### FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement **BROWN & BROWN INC [BRO]** À LOWE COLIN E (Month/Day/Year) 01/21/2009 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 5900 N ANDREWS AVE. STE (Check all applicable) 300 (Street) 6. Individual or Joint/Group 10% Owner Director \_X\_\_ Officer Other Filing(Check Applicable Line) (give title below) (specify below) \_X\_ Form filed by One Reporting Regional Executive VP Person FT Form filed by More than One LAUDERDALE, Â FLÂ 33309 Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â D Common Stock, \$.10 par value 4,295 Â Common Stock, \$.10 par value  $D^{(1)}$ 69,727  $I^{(2)}$ Common Stock, \$.10 par value 2,001 401(k)Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. 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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Date Exercisable and | 3. Title and Amount of | 4.         | 5.        | 6. Nature of Indirect |
|---------------------------------|-------------------------|------------------------|------------|-----------|-----------------------|
| (Instr. 4)                      | Expiration Date         | Securities Underlying  | Conversion | Ownership | Beneficial            |
|                                 | (Month/Day/Year)        |                        |            |           |                       |

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|                   | Date<br>Exercisable | Expiration<br>Date | Derivative Se<br>(Instr. 4)<br>Title | Amount or<br>Number of<br>Shares | or Exercise<br>Price of<br>Derivative<br>Security | Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | Ownership<br>(Instr. 5) |
|-------------------|---------------------|--------------------|--------------------------------------|----------------------------------|---|--|-------------------------|
| Stock Options (3) | 03/23/2013          | 03/24/2013         | Common                               | 15,000                           | \$ 15.78  | D  | Â                       |

### **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                       |       |  |  |
|--|---------------|-----------|-----------------------|-------|--|--|
|  | Director      | 10% Owner | Officer               | Other |  |  |
| LOWE COLIN E<br>5900 N ANDREWS AVE<br>STE 300<br>FT LAUDERDALE Â FLÂ 33309 | Â             | Â         | Regional Executive VP | Â     |  |  |

## **Signatures**

COLIN E.
LOWE

\*\*Signature of Reporting Person

Date

#### **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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 at various dates pursuant to the Company's Performance Stock Plan. Based on the satisfaction of certain performance-based conditions contained in that Plan, the recipient may have 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.
- (2) Based upon information supplied as of 1/21/09 by the Plan's recordkeeper. Number of shares varies 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.

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.

Reporting Owners 2