

BROWN & BROWN INC

Form 3/A

March 30, 2006

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 Person *

Â IOCCO ROBERT F
(Last) (First) (Middle)

220 S. RIDGEWOOD AVE.

(Street)

DAYTONA
BEACH,Â FLÂ 32114

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
01/16/2005

3. Issuer Name and Ticker or Trading Symbol

BROWN & BROWN INC [BRO]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer ____ Other
(give title below) (specify below)
Regional Executive VP

5. If Amendment, Date Original Filed(Month/Day/Year)

01/16/2005

6. Individual or Joint/Group

Filing(Check Applicable Line)
X Form filed by One Reporting Person

____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock, \$.10 par value

1,028 ⁽¹⁾ ⁽²⁾

D

Â

Common Stock, \$.10 par value

4,833 ⁽¹⁾

I

401(k) ⁽³⁾

Common Stock, \$.10 par value

38,285 ⁽¹⁾

I

Stock Performance Plan ⁽⁴⁾

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

SEC 1473 (7-02)

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 (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Stock Options ⁽⁵⁾ ⁽⁶⁾	03/23/2013	03/24/2013	Common Stock	8,000 ⁽¹⁾	\$ 15.78	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IOCCO ROBERT F 220 S. RIDGEWOOD AVE. DAYTONA BEACH, FL 32114	Â	Â	Â Regional Executive VP	Â

Signatures

ROBERT F.
IOCCO

03/29/2006

 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).
- (1) Reflects a 2-for-1 stock split effective 11/28/05.
- (2) Owned jointly the spouse.
- (3) These securities were acquired on a periodic basis pursuant to an employee benefit plan. The amount shown is based on information supplied by the Plan's recordkeeper as of 12/31/04.

These securities were granted at various dates pursuant to the Company's Stock Performance Plan. Based on the satisfaction of conditions contained in that Plan, the recipient 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.
- (5) These options vest and become exercisable on 3/23/13, unless accelerated based on satisfaction of conditions established pursuant to the Plan.
- (6) Information about these stock options was inadvertently omitted from the Form 3 previously filed.

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.