

RILEY THOMAS E  
Form 5  
February 14, 2006

# FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN 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

1. Name and Address of Reporting Person \*  
**RILEY THOMAS E**

(Last) (First) (Middle)

**220 S. RIDGEWOOD AVE.**

(Street)

**DAYTONA BEACH, FL 32114**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**BROWN & BROWN INC [BRO]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**01/13/2006**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Regional President**

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**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)
Common Stock, \$.10 par value	01/13/2006	Â	G	2,770 D \$0	150,786 <sup>(1)</sup> / <sub>(2)</sub>	D	Â
Common Stock, \$.10 par value	Â	Â	Â	Â Â Â	253,460 <sup>(1)</sup>	I	Stock Performance Plan <sup>(3)</sup>
Common	01/13/2006	Â	G	2,770 A \$0	3,620 <sup>(1)</sup>	I	Spouse <sup>(4)</sup>

Stock,  
\$.10 par  
value

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

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**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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date		
Stock Options <u>(5)</u>	\$ 4.8359	Â	Â	Â	Â	Â	04/21/2001	04/20/2010	Common Stock	20,680 <u>(1)</u>
Stock Options <u>(5)</u>	\$ 4.8359	Â	Â	Â	Â	Â	04/21/2002	04/20/2010	Common Stock	20,680 <u>(1)</u>
Stock Options <u>(5)</u>	\$ 4.8359	Â	Â	Â	Â	Â	04/21/2004	04/20/2010	Common Stock	20,680 <u>(1)</u>
Stock Options <u>(5)</u>	\$ 4.8359	Â	Â	Â	Â	Â	04/21/2005	04/20/2010	Common Stock	20,680 <u>(1)</u>
Stock Options <u>(5)</u>	\$ 4.8359	Â	Â	Â	Â	Â	04/21/2006 <sup>(6)</sup>	04/20/2010	Common Stock	20,680 <u>(1)</u>
Stock Options <u>(5)</u>	\$ 15.78	Â	Â	Â	Â	Â	03/23/2013	03/24/2013	Common Stock	180,762 <u>(1) (7)</u>

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

