

BROWN & BROWN INC

Form 3/A

March 30, 2006

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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)
01/16/20053. 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
☒ Officer ☐ Other
(give title below) (specify below)
Regional Executive VP5. If Amendment, Date Original
Filed(Month/Day/Year)

01/16/2005

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ 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 Security4. Conversion
or Exercise5. Ownership
Form of6. 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. 03/29/2006
IOCCO

 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.