

BROWN HYATT J
Form SC 13G/A
February 14, 2003
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 2)**

BROWN & BROWN, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)
115236-10-1

(CUSIP Number)

February 14, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 115236-10-1

1. Names of Reporting Persons.

J. Hyatt Brown

I.R.S. Identification Nos. of above persons (entities only).

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only.....

4. Citizenship or Place of Organization USA

6. Shared Voting Power: 10,888,999 (shared with spouse)

7. Sole Dispositive Power:

8. Shared Dispositive Power: 10,888,999 (shared with spouse)

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

10,888,999

10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (11): 16.0%

12. Type of Reporting Person (See Instructions): IN

(a) Name of Issuer: Brown & Brown, Inc.

Item 1.

(b) Address of Issuer's Principal Executive Offices: 220 S. Ridgewood Avenue, Daytona Beach, Florida 32114

Item 2. (a) Name of Person Filing: J. Hyatt Brown

(b) Address of Principal Business Office or, if none, Residence: 220 S. Ridgewood Avenue, Daytona Beach, Florida 32114

(c) Citizenship: USA

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 115236-10-1

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

]

(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

]

(c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

]

(d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).

]

(e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

]

(f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

]

(g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

]

(h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

]

(i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

]

(j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

]

Item 4. Ownership. Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 10,888,999

(b) Percent of class: 16.0%

(c) Number of shares as to which the person has:

~~S~~ole power to vote or to direct the vote: _____.

~~S~~hared power to vote or to direct the vote: 10,888,999.

~~S~~ole power to dispose or to direct the disposition of: _____.

~~S~~hared power to dispose or to direct the disposition of: 10,888,999

Instruction. For computations regarding securities which represent a right to acquire an underlying security see §240.13d3(d)(1).

Item Ownership of Five Percent or Less of a Class

5.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Instruction: Dissolution of a group requires a response to this item.

Item Ownership of More than Five Percent on Behalf of Another Person.

6.

N/A

**Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the
7. Parent Holding Company**

N/A

Item Identification and Classification of Members of the Group

8.

N/A

Item Notice of Dissolution of Group

9.

N/A

Item Certification

10.

N/A

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2003

Date

/S/ J. HYATT BROWN

Signature

J. Hyatt Brown, Chairman & CEO

Name/Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)