

BROWN & BROWN INC
Form 8-K
July 19, 2004

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 16, 2004

BROWN & BROWN, INC.

(Exact name of registrant as specified in its charter)

Florida
*(State or other jurisdiction
of incorporation)*

0-7201
(Commission File Number)

59-0864469
*(IRS Employer
Identification No.)*

220 S. Ridgewood Avenue, Daytona Beach, Florida 32114

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (904) 252-9601

N/A

(Former name or former address, if changed since last report)

Item 5. Other Events

On July 16, 2004, we issued a notice pursuant to Rule 135c under the Securities Act of 1933 with respect to a private offering of \$100,000,000 5.57% Series A Notes due September 15, 2011 and \$100,000,000 6.08% Series B Senior Notes due July 15, 2014. The notice is filed as Exhibit 99 to this Current Report and incorporated by reference herein.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits.

Exhibit No. Description

99 Rule 135c Notice dated July 16, 2004.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 16, 2004

BROWN & BROWN, INC.
(Registrant)

By: /S/ CORY T. WALKER
Cory T. Walker, Chief Financial Officer,
Senior Vice President and Treasurer

EXHIBIT INDEX

BROWN & BROWN, INC.

Current Report on Form 8-K

Dated July 16, 2004

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