

BROWN J POWELL
Form 5
February 05, 2003

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
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[] Check this box if no longer
subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

[] Form 3 Holdings Reported

[] Form 4 Transactions Reported

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* Brown J. Powell (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol BRO			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
						<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner				
						<input checked="" type="checkbox"/> Officer (give title below)	Other (specify below)				
						Regional Executive Vice President					
460 Virginia Drive (Street)			3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)			4. Statement for Month/Year December/2002			7. Individual or Joint/Group Reporting (check applicable line)		
Winter Park FL 32789 (City) (State) (Zip)											
						5. If Amendment, Date of Original (Month/Year)			<input checked="" type="checkbox"/> Form Filed by One Reporting Person		
									<input type="checkbox"/> 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	12/3/02		G	650	A	N/A	470,793	D			
Common Stock, \$.10 par value							26,210	I(1)	Stock Performance Plan		
Common Stock, \$.10 par value							4,844	I(2)	401(k) Plan		
Common Stock, \$.10 par value	12/3/02		G	295	A	N/A	1,295	I(3)	Children		

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* If the form is filed by more than one reporting person, see instruction 4(b)(v).

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(Over)
SEC2270
(9-02)

FORM 5 (continued)	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. Conver- sion or Exercise Price of Deriva- tive Sec- urity	3. Trans- -action Date (Month/ Day/ Year)	3A. Deem- -ed Ex- ecution Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr.8)	5. Number of Deriva- tive Securities Ac- quired (A) or Dis- posed of (D) (Instr. 3, 4 and 5)		6. Date Exercis- able and Expi- ration Date (Month/Day/ Year)		7. Title and Amount of Underly- ing Securities (Instr. 3 and 4)		8. Price of De- riva- tive Secu- rity (Instr. 5)	9. Number of De- rivative Securi- ties Ben- eficially Owned at End of Year (Instr. 4)	10. Owner- ship of Deriva- tive Sec- urity: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Benefi- cial Owner- ship (Instr. 4)
					(A)	(D)	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares				
Stock Options(a)	9.6719						4/21/03(b)	4/20/10	Common Stock	10,340	N/A		D	N/A
							4/21/04	4/20/10	Common Stock	10,340				
							4/21/05	4/20/10	Common Stock	10,340				
							4/21/06	4/20/10	Common Stock	8,980		40,000		

Explanation of Responses:

(1) These securities were granted at various dates throughout the year pursuant to the Company's Stock Performance Plan based on the satisfaction of conditions contained in the plan, but full ownership will not vest until the satisfaction of additional conditions.

(2) These securities were acquired on a periodic basis pursuant to an employee benefit plan.

(3) Reporting person disclaims beneficial ownership of securities owned by children who share reporting person's household. This report shall not be deemed an admission of ownership for the purpose of Section 16 or for any other purpose.

(a) Granted by the Compensation Committee of the Board Directors pursuant to the Company's 2000 Incentive Stock Option Plan (the "Plan") effective April 21, 2000. Continued service with Company as specified in the Plan.

(b) Due to the satisfaction of conditions established pursuant to the Plan, the vesting of these options will be accelerated, so that 10,340 options will vest and become exercisable.

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/S/ J. POWELL BROWN

2/4/03

**

Intentional misstatements or
omissions of facts constitute Federal
Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C.
78ff(a).

**Signature of Reporting Person

J. Powell Brown

Date

Note: File three copies of this Form, one of which
must be manually signed.

If space is insufficient, see Instruction 6 for
procedure.

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