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MCGRATH JACK P

Form 4

February 13, 2003

- Name and Address of Reporting Person McGrath, John P.
 Hilb, Rogal and Hamilton Company 4951 Lake Brook Drive, Suite 500 Glen Allen, VA 23060 USA
- Issuer Name and Ticker or Trading Symbol Hilb, Rogal and Hamilton Company (HRH)
- 3. IRS or Social Security Number of Reporting Person (Voluntary)
- 4. Statement for Month/Day/Year 02/11/2003
- 5. If Amendment, Date of Original (Month/Day/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 - () Director () 10% Owner
 - (X) Officer (give title below) () Other (specify below) Senior Vice President
- 7. Individual or Joint/Group Filing (Check Applicable Line)
 - (X) 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	2. Trans- action			Securities Acquired (A) or Disposed of (D)	5. Amo
	Date	Date	Code	-	Benefi
	1	1	1		Owned
	(Month/	/ (Month/	1		Follow
	Day/	Day/	++		-+Report
	Year)	Year)	Code V Am	nount A/D Price	Transa
+	t	-+	-+		+

Common Stock34008Common Stock5989.5

Common Stock 5076.7

TABLE II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

+	+	+	+	+	+	+		+	
11.	12.	3.	3A.	4.	15.	16.		17.	
			1		1				
		l	1		1			l	
1				I	1			Title a	nd Amount
1			1	l	1			of Unde	rlying
1	Conver-	Trans-	Execu-	l	Number of			Securit	ies
1	sion or	action	tion	I	Derivative	Date Exercisa	able ·	+	+
1	Exercise	Date	Date	l	Securities	and Expiration	on Date	l	Amount
1	Price of	l	1	Transac-	Acquired(A)	(Month/Day/Ye	ear)	l	or
Title of	Deriv-	(Month/	(Month/	tion Code	Disposed(D)	++		+	Number
Derivative	ative	Day/	Day/	++	+	+Date Exer- E	xpira-	I	of
Security	Security	Year)	Year)	Code V	(A) (D)	cisable t:	ion Date	Title	Shares

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+	-+	+	-+	+	+	+	+	+	+
Stock Options (Right to	\$0		•	•		,	03/01/2007		
buy) Stock Options (Right to	\$0						02/12/2008	Common Stock	
buy) Stock Options (Right to	\$0						02/11/2009	Common Stock	
buy) Stock Options (Right to buy)	\$0	02/11/2 003	A	V	4000	02/10/2005	02/11/2010	Common Stock	4000
Stock Options (Right to buy)	\$8						06/19/2004	Common Stock	
Stock Options (Right to buy)	\$8.844						05/05/2005	Common Stock	
Stock Options (Right to buy)	\$14.219						03/01/2007	Common Stock	
Stock Options (Right to buy)	\$18.755						02/12/2008	Common Stock	
Stock Options (Right to buy)	\$37.25	02/11/2 003	A	V	16000	02/10/2004	02/11/2010	Common Stock	16000
Stock Options (Right to buy)	\$37.45						02/11/2009	Common Stock	

Explanation of Responses:

SIGNATURE OF REPORTING PERSON $/ \, \mathrm{s} / \, \mathrm{Walter} \ \mathrm{L.} \ \mathrm{Smith}$

DATE 02/13/2003