

FRENCH JSM
Form 4
December 02, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN 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 *
FRENCH JSM

2. Issuer Name and Ticker or Trading Symbol
HILB ROGAL & HOBBS CO
[HRH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4951 LAKE BROOK DR, STE 500
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/05/2004

Director 10% Owner
 Officer (give title below) Other (specify below)

GLEN ALLEN, VA 23060

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
			Code	V	Amount or Price			
Common Stock					23,800	D		
Common Stock					60,000	I	Corporate Officer	
Common Stock	11/05/2004		A		\$ 37.47 A \$ 34.69	16,271.82 ⁽¹⁾	I	Deferred Plan, Held in Trust ⁽¹⁾
Common Stock	11/29/2004	11/29/2004	A		\$ 74.95 A \$ 34.69	16,346.77 ⁽¹⁾	I	Deferred Plan, Held in Trust ⁽¹⁾
	11/30/2004	11/30/2004	A		74.95 A	16,421.72 ⁽¹⁾	I	

Edgar Filing: FRENCH JSM - Form 4

Common Stock	\$ 34.69	Deferred Plan, Held in Trust ⁽¹⁾
--------------	----------	---

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

SEC 1474
(9-02)

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. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Priority of Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 6.813					11/07/1997 05/07/2007	Common Stock	4,000	
Stock Options (Right to buy)	\$ 8.813					11/06/1998 05/06/2008	Common Stock	10,000	
Stock Options (Right to buy)	\$ 10.813					12/09/1999 06/09/2009	Common Stock	10,000	
Stock Options (Right to buy)	\$ 14.375					11/03/2000 05/03/2010	Common Stock	10,000	
Stock Options (Right to buy)	\$ 19.875					11/02/2001 05/02/2011	Common Stock	10,000	
	\$ 35.95					11/07/2003 05/07/2010		10,000	

Stock Options (Right to buy)				Common Stock	
Stock Options (Right to buy)	\$ 36.2	11/05/2004	05/05/2011	Common Stock	10,000
Stock Options (Right to buy)	\$ 38.45	11/08/2002	05/08/2009	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRENCH JSM 4951 LAKE BROOK DR STE 500 GLEN ALLEN, VA 23060		X		

Signatures

Walter L. Smith 12/02/2004
 __Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) Directors' Deferred Plan purchases common stock of Company, which is held in trust under the terms of the Hilb, Rogal and Hamilton Amended and Restated Outside Directors Deferral Plan. Directors electing to receive 100% of compensation in common stock receive a 30% bonus grant of stock to encourage maximization of at-risk compensation. Dividends are reinvested by the trustee. Deferred stock will be paid out in shares at the time selected by the director, either a lump sum or a series of distributions over a period of years.

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.