

UKROP ROBERT S
Form 5
February 02, 2005

FORM 5

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

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

ANNUAL 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

1. Name and Address of Reporting Person *
UKROP ROBERT S

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

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

4951 LAKE BROOK DR, STE 500

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

GLEN ALLEN, VA 23060

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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)	(A) or (D)	Price	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	12/31/2004	Â	G	1,500	D	\$ 7.375	64,625	D	Â
Common Stock	12/31/2004	Â	G	1,000	D	\$ 7.5	63,625	D	Â
Common Stock	12/31/2004	Â	G	1,100	D	\$ 19.91	62,525	D	Â
Common Stock	12/31/2004	Â	G	2,000	D	\$ 20	60,525	D	Â

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Common Stock	12/31/2004	Â	G	1,000	D	\$ 20	59,525	D	Â
Common Stock	12/31/2004	Â	G	1,500	D	\$ 28.97	58,025	D	Â
Common Stock	12/31/2004	Â	G	6,600	D	\$ 30.02	51,425	D	Â
Common Stock	12/31/2004	Â	G	3,500	D	\$ 32	47,925	D	Â
Common Stock	12/31/2004	Â	G	2,000	D	\$ 35.55	45,925	D	Â
Common Stock	12/31/2004	Â	G ⁽¹⁾	1,225	D	\$ 36.24	44,700	D	Â
Common Stock	12/31/2004	Â	G	375	D	\$ 40.9	44,325	D	Â
Common Stock	12/31/2004	Â	G	5,000	D	\$ 40.9	39,325	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	11,296	I	Custodial/UGMA/Trust
Common Stock	Â	Â	Â	Â	Â	Â	15,427.62 ⁽²⁾	I	Deferred Plan, Held in Trust
Common Stock	Â	Â	Â	Â	Â	Â	2,500	I	Investment Club

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.

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(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. Amount or Number of Shares
Stock Options (Right to	\$ 14.375	Â	Â	Â	Â (A) (D)	Date Exercisable: 11/03/2000 Expiration Date: 05/03/2010	Title: Common Stock	10,000

buy)											
Stock Options (Right to buy)	\$ 19.875	Â	Â	Â	Â	Â	11/02/2001	05/02/2011	Common Stock	10,000	
Stock Options (Right to buy)	\$ 35.95	Â	Â	Â	Â	Â	11/07/2003	05/07/2010	Common Stock	10,000	
Stock Options (Right to buy)	\$ 36.2	Â	Â	Â	Â	Â	11/05/2004	05/05/2011	Common Stock	10,000	
Stock Options (Right to buy)	\$ 38.45	Â	Â	Â	Â	Â	11/08/2002	05/08/2009	Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UKROP ROBERT S 4951 LAKE BROOK DR STE 500 GLEN ALLEN, VA 23060	Â X	Â	Â	Â

Signatures

Walter L. Smith 02/02/2005
 **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) Due to an error in our software, the amounts shown by our records as having been reported were somehow not included in the filing. We believe this problem has been corrected, but it somehow caused an omission of the original amounts.
- 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 provided 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.