

VAUGHAN MARTIN L
 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 *
 VAUGHAN MARTIN L

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)
 President and Chief Operating

HILB ROGAL & HOBBS
 COMPANY, 4951 LAKE BROOK
 DRIVE, SUITE 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)			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)
				(A) Amount	or (D)	Price			
Common Stock	11/08/2004	^	G	628	D	\$ 31.815	278,525	D	^
Common Stock	12/31/2004	^	G	473	D	\$ 41.25	278,052	D	^
Common Stock	^	^	^	^	^	^	10,606.09	I	Deferred Plan, Held

Common Stock	Â	Â	Â	Â	Â	Â	9,652.2	I	in Trust Retirement Savings Plan
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 buy)	\$ 0	Â	Â	Â	Â Â	03/01/2002 03/01/2007	Common Stock	4,550
Stock Options (Right to buy)	\$ 0	Â	Â	Â	Â Â	02/12/2003 02/12/2008	Common Stock	3,000
Stock Options (Right to buy)	\$ 0	Â	Â	Â	Â Â	02/11/2004 02/11/2009	Common Stock	4,500
Stock Options (Right to buy)	\$ 0	Â	Â	Â	Â Â	02/10/2005 02/11/2010	Common Stock	6,000
Stock Options (Right to buy)	\$ 0	Â	Â	Â	Â Â	05/06/2005 05/06/2010	Common Stock	4,000
Stock Options	\$ 0	Â	Â	Â	Â Â	02/09/2006 02/09/2011	Common Stock	10,000

(Right to buy)											
Stock Options (Right to buy)	\$ 14.219	Â	Â	Â	Â	Â	03/01/2001	03/01/2007	Common Stock	24,000	
Stock Options (Right to buy)	\$ 18.755	Â	Â	Â	Â	Â	02/12/2002	02/12/2008	Common Stock	24,000	
Stock Options (Right to buy)	\$ 32.73	Â	Â	Â	Â	Â	02/09/2005	02/09/2011	Common Stock	50,000	
Stock Options (Right to buy)	\$ 36.35	Â	Â	Â	Â	Â	05/06/2004	05/06/2010	Common Stock	26,000	
Stock Options (Right to buy)	\$ 37.25	Â	Â	Â	Â	Â	02/10/2004	02/11/2010	Common Stock	24,000	
Stock Options (Right to buy)	\$ 37.45	Â	Â	Â	Â	Â	02/11/2003	02/11/2009	Common Stock	24,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VAUGHAN MARTIN L HILB ROGAL & HOBBS COMPANY 4951 LAKE BROOK DRIVE, SUITE 500 GLEN ALLEN, VA 23060	Â X	Â	Â President and Chief Operating	Â

Signatures

Walter L. Smith 02/02/2005

**Signature of Reporting Person Date

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) Taxes on vesting of Restricted Stock paid by redemption of vested shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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