### HILB ROGAL & HOBBS CO

Form 4

Stock

Common

Stock

February 08, 2005

<b>FORM</b>	1 <u>4</u>				_	APPROVAL	
	UNITEDS		RITIES AND EXCHANGE shington, D.C. 20549	COMMISSION	OMB Number:	3235-0287	
Check the if no long	rar				Expires:	January 31,	
subject to Section 1 Form 4 o	51A1ElVI 16. or		GES IN BENEFICIAL OV SECURITIES		·	•	
Form 5 obligation may cont <i>See</i> Instruction 1(b).	ns section 17(a	of the Public U	6(a) of the Securities Exchantility Holding Company Actovestment Company Act of 1	of 1935 or Section	on		
(Print or Type I	Responses)						
1. Name and A DEAL STE	Address of Reporting F VEN C	Symbol	r Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
		HILB R [HRH]	OGAL & HOBBS CO	(Che	ck all applical	ble)	
(Last)	(First) (N		f Earliest Transaction	Director X Officer (given		0% Owner other (specify	
	AL & HOBBS 7, 4951 LAKE BR ITE 500	(Month/E 02/07/2 OOK		below)	below) Vice President		
	(Street)		endment, Date Original nth/Day/Year)	6. Individual or J Applicable Line) _X_ Form filed by	One Reporting	Person	
GLEN ALL	EN, VA 23060			Form filed by Person	More than One	Reporting	
(City)	(State)	(Zip) Tabl	le I - Non-Derivative Securities A	cquired, Disposed o	of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)  (A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock			Code V Amount (D) Price	· ·	D		
Common Stock				8,011.83	I	Deferred Plan, Held in	

3,158.57

Ι

Trust

Employee Stock

Purchase Plan

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Common Retirement 11,989 I Stock Savings Plan

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transacti Code (Instr. 8)	ion S  A  (	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	7	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Options (Right to buy)	\$ 0							03/01/2002	03/01/2007	Common Stock	1,300
Stock Options (Right to buy)	\$ 0							02/12/2003	02/12/2008	Common Stock	1,600
Stock Options (Right to buy)	\$ 0							02/11/2004	02/11/2009	Common Stock	2,625
Stock Options (Right to buy)	\$ 0							02/10/2005	02/11/2010	Common Stock	3,500
Stock Options (Right to buy)	\$ 0							02/09/2006	02/09/2011	Common Stock	4,000
Stock Options (Right to buy)	\$ 14.219							03/01/2001	03/01/2007	Common Stock	8,000

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Stock Options (Right to buy)	\$ 18.755				02/12/2002	02/12/2008	Common Stock	13,000
Stock Options (Right to buy)	\$ 32.73				02/09/2005	02/09/2011	Common Stock	16,000
Stock Options (Right to buy)	\$ 37.25				02/10/2004	02/11/2010	Common Stock	14,500
Stock Options (Right to buy)	\$ 37.45				02/11/2003	02/11/2009	Common Stock	14,500
Stock Options (Right to buy)	\$ 0	02/07/2005	A	4,000	02/07/2007(2)	02/07/2012	Common Stock	4,000
Stock Options (Right to buy)	\$ 33.06	02/07/2005	A	16,000	02/07/2006(3)	02/07/2012	Common Stock	16,000

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

DEAL STEVEN C HILB ROGAL & HOBBS COMPANY 4951 LAKE BROOK DRIVE, SUITE 500 GLEN ALLEN, VA 23060

Vice President

# **Signatures**

Walter L. Smith 02/08/2005

\*\*Signature of Person 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).
- Restricted Stock vesting contingent on continued employment and achievement of specified goals. If necessary goals achieved, vests 25% for two years of employment after date of grant, and 25% per year of employment thereafter.
- (3) Nonqualified Stock Option vesting contingent on continued employment, 25% per year of employment after date of grant, with certain specified exceptions.

Reporting Owners 3

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(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 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.