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KORMAN TIMOTHY J

Form 4

February 09, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31,

2005

0.5

response...

Estimated average burden hours per

OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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(b).

(Last)

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * KORMAN TIMOTHY J

2. Issuer Name and Ticker or Trading Symbol

(Check all applicable)

Issuer

HILB ROGAL & HOBBS CO

[HRH]

02/07/2005

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

_X__ Director 10% Owner

EVP, Finance and Administrtaion

5. Relationship of Reporting Person(s) to

X_ Officer (give title Other (specify below)

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 Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

I

I

GLEN ALLEN, VA 23060

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 7. Nature of Indirect Beneficial Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Ownership Ownership (Instr. 3) Disposed of (D) Beneficially Form: (Instr. 4) Code (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Direct (D) Following or Indirect Reported (I) (A)

Transaction(s) (Instr. 3 and 4)

12,552

13,784

Code V Amount (D) Price

Common D 130,124 Stock

Common

Stock Common

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 (9-02)

Custodial/UGMA/Trustee

Retirement Savings Plan

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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. Transact Code (Instr. 8) | 5. Number of tionDerivative Securities b) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ve s l (A) sed of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount o Underlying Securities (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|--------------------------------------|--|-----|----------------------------|--|--------------------|--|------------------------------------|
| | | | | Code V | J | (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 | 4,300 |
| Stock Options (Right to buy) | \$ 0 | | | | | | | 02/12/2003 | 02/12/2008 | Common Stock | 2,000 |
| Stock Options (Right to buy) | \$ 0 | | | | | | | 02/11/2004 | 02/11/2009 | Common Stock | 3,000 |
| Stock Options (Right to buy) | \$ 0 | | | | | | | 02/10/2005 | 02/11/2010 | Common Stock | 4,000 |
| 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 | 16,000 |
| Stock Options (Right to buy) | \$ 18.755 | | | | | | | 02/12/2002 | 02/12/2008 | Common Stock | 16,000 |
| Stock Options | \$ 32.73 | | | | | | | 02/09/2005 | 02/09/2011 | Common Stock | 16,000 |

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| (Right to buy) | | | | | | | | |
|---------------------------------------|----------|------------|---|--------|---------------|------------|-----------------|--------|
| Stock Options (Right to buy) | \$ 37.25 | | | | 02/10/2004 | 02/11/2010 | Common Stock | 16,000 |
| Stock Options (Right to buy) | \$ 37.45 | | | | 02/11/2003 | 02/11/2009 | Common Stock | 16,000 |
| Stock Options (Right to buy) | \$ 0 | 02/07/2005 | A | 4,500 | 02/07/2007(2) | 02/07/2012 | Common Stock | 4,500 |
| Stock Options (Right to buy) | \$ 33.06 | 02/07/2005 | A | 18,000 | 02/07/2006(3) | 02/07/2012 | Common Stock | 18,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|----------------------------------|---------------|-----------|-----------------|-------|--|--|--|
| • 6 | Director | 10% Owner | Officer | Other | | | |
| KORMAN TIMOTHY J | | | | | | | |
| HILB ROGAL & HOBBS COMPANY | X | | EVP,Finance and | | | | |
| 4951 LAKE BROOK DRIVE, SUITE 500 | Λ | | Administrtaion | | | | |
| GLEN ALLEN, VA 23060 | | | | | | | |

Signatures

| Walter L. Smith | 02/09/2005 | | |
|---------------------------------|------------|--|--|
| **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).
- (2) 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.
- (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.

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