#### MCGRATH JACK P

Form 4

February 09, 2005

# FORM 4

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

**OMB** 3235-0287 Number:

Expires:

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, 2005

Form 4 or Form 5 obligations may continue.

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

Estimated average burden hours per response... 0.5

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Stock

(Print or Type Responses)

1. Name and A MCGRATH	ddress of Reporting F	Person <u>*</u>	Symbol	Name <b>and</b>			ng	Issuer	of Reporting Poneck all applical		
	AL & HOBBS , 4951 LAKE BR	fiddle)	3. Date of Earliest Transaction (Month/Day/Year) 02/07/2005					Director 10% Owner Officer (give title Other (specify below)			
GI EN ALL	(Street) EN, VA 23060			ndment, Da nth/Day/Year	_				-	Person	
								Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Secur	ities Ac	equired, Disposed	of, or Benefici	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any		Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) o of (D	)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock								37,842	D		
Common Stock								6,798.74	I	Employee Stock Purchase Plan	
Common Stock								5,169	I	Retirement Savings Plan	

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

Savings Plan

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SEC 1474 (9-02)

# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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)	Sec Acc or I (D)	eurities quired Dispos str. 3, 4	e (A) ed of			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	4,300
Stock Options (Right to buy)	\$ 0							02/12/2003	02/12/2008	Common Stock	3,000
Stock Options (Right to buy)	\$ 0							02/11/2004	02/11/2009	Common Stock	2,000
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	2,500
Stock Options (Right to buy)	\$ 8.844							05/05/1999	05/05/2005	Common Stock	24,000
Stock Options (Right to buy)	\$ 14.219							03/01/2001	03/01/2007	Common Stock	16,000

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Stock Options (Right to buy)	\$ 18.755				02/12/2002	02/12/2008	Common Stock	16,000
Stock Options (Right to buy)	\$ 32.73				02/09/2005	02/09/2011	Common Stock	10,000
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	3,500	02/07/2007(2)	02/07/2012	Common Stock	3,500
Stock Options (Right to buy)	\$ 33.06	02/07/2005	A	14,500	02/07/2006(3)	02/07/2012	Common Stock	14,500

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

MCGRATH JACK P HILB ROGAL & HOBBS COMPANY 4951 LAKE BROOK DRIVE, SUITE 500 GLEN ALLEN, VA 23060

Senior Vice President

Dalationshin

## **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).
- 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.

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

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