SMITH WALTER L

Form 4

February 09, 2005

## FORM 4

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

OMB Number:

5 D 1 (\* 1 \* CD - (\* D - ( ) (

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

3235-0287

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 30(h) of the Investment Company Act of 1940

burden hours per response... 0.5

Estimated average

**OMB APPROVAL** 

See Instruction 1(b).

Stock

(Print or Type Responses)

1 Name and Address of Departing De

1. Name and A	Address of Reporting ALTER L	Symbo	ROGAL & HOBBS CO	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
	GAL & HOBBS Y, 4951 LAKE BI	(Mont) 02/07	e of Earliest Transaction h/Day/Year) 1/2005	below)		0% Owner other (specify General	
CIENALI	(Street)		mendment, Date Original 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			
	LEN, VA 23060			Person	•		
(City)	(State)	(Zip) T	able I - Non-Derivative Securities A	cquired, Dispose	d of, or Benefic	ially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, any (Month/Day/Yea	Code Disposed 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				37,552	D		
Common Stock				2,325.53	I	Employee Stock Purchase Plan	
Common Stock				22,912	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. Transact Code (Instr. 8)	tio	5. Number of Derivative Securitie Acquired or Dispose (D) (Instr. 3, and 5)	ve es d (A) osed of	Expiration Date		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	V	(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	1,725
Stock Options (Right to buy)	\$ 0							02/12/2003	02/12/2008	Common Stock	1,000
Stock Options (Right to buy)	\$ 0							02/11/2004	02/11/2009	Common Stock	1,875
Stock Options (Right to buy)	\$ 0							02/10/2005	02/11/2010	Common Stock	2,500
Stock Options (Right to buy)	\$ 0							02/09/2006	02/09/2011	Common Stock	2,500
Stock Options (Right to buy)	\$ 14.219							03/01/2001	03/01/2007	Common Stock	6,000
Stock Options (Right to buy)	\$ 18.755							02/12/2002	02/12/2008	Common Stock	8,000

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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	10,000
Stock Options (Right to buy)	\$ 37.45				02/11/2003	02/11/2009	Common Stock	10,000
Stock Options (Right to buy)	\$ 0	02/07/2005	A	2,500	02/07/2007(1)	02/07/2012	Common Stock	2,500
Stock Options (Right to buy)	\$ 33.06	02/07/2005	A	10,000	02/07/2006(2)	02/07/2012	Common Stock	10,000

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SMITH WALTER L HILB ROGAL & HOBBS COMPANY 4951 LAKE BROOK DRIVE, SUITE 500 GLEN ALLEN, VA 23060

Senior Vice President, General

### **Signatures**

Timothy J. Korman, A. Brent King, Carolyn Jones, Robert W. 02/09/2005 Blanton, Jr.

\*\*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) 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.
- (2) Nonqualified Stock Option vesting contingent on continued employment, 25% per year of employment after date of grant, with certain specified exceptions.

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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