

JANES MICHAEL L  
 Form 4  
 February 14, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 JANES MICHAEL 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)

HILB ROGAL & HOBBS  
 COMPANY, 4951 LAKE BROOK  
 DRIVE, SUITE 500

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/10/2005

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 Vice President

(Street)

GLEN ALLEN, VA 23060

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 02/10/2005                           |  | M                              | 545 A \$ 33   | 29,752.65   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 3,089.81  | I  | Deferred Plan, Held in Trust      |
| Common Stock                    |                                      |  |                                |   | 1,195.61  | I  | Employee Stock Purchase Plan      |

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Common Stock 8,596 I Retirement Savings Plan

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

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SEC 1474  
(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. 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. F...      |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Stock Options (Right to buy)               | \$ 0   |                                      |  |                                |   | 03/01/2002   | 03/01/2007  | Common Stock | 2,150                      |
| 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 | 2,250                      |
| Stock Options (Right to buy)               | \$ 0   |                                      |  |                                |   | 02/09/2006   | 02/09/2011  | Common Stock | 4,000                      |
| Stock Options (Right to buy)               | \$ 0   |                                      |  |                                |   | 02/07/2007   | 02/07/2012  | Common Stock | 4,000                      |
| Stock Options (Right to buy)               | \$ 14.219  |                                      |  |                                |   | 03/01/2001   | 03/01/2007  | Common Stock | 13,000                     |

|                              |           |            |  |   |     |            |            |              |                    |  |
|------------------------------|-----------|------------|--|---|-----|------------|------------|--------------|--------------------|--|
| buy)                         |           |            |  |   |     |            |            |              |                    |  |
| 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) | \$ 33.06  |            |  |   |     | 02/07/2006 | 02/07/2012 | 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 | 13,000             |  |
| Stock Options (Right to buy) | \$ 0      | 02/10/2005 |  | X | 875 | 02/10/2005 | 02/11/2010 | Common Stock | 545 <sup>(1)</sup> |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| JANES MICHAEL L<br>HILB ROGAL & HOBBS COMPANY<br>4951 LAKE BROOK DRIVE, SUITE 500<br>GLEN ALLEN, VA 23060 |               |           | Vice President |       |

## Signatures

Walter L. Smith                      02/14/2005

     \*\*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 is insufficient, see Instruction 6 for procedure.

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