

LOCKHART ROBERT B
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

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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 *
LOCKHART ROBERT B

2. Issuer Name and Ticker or Trading Symbol
HILB ROGAL & HOBBS CO
[HRH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President

(Last) (First) (Middle)

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

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

(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	549 A \$ 33	12,379	D	
Common Stock					3,416.14	I	Deferred Plan, Held in Trust
Common Stock					3,338.13	I	Employee Stock Purchase Plan

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Common Stock	17,800	I	Qualified Plan
Common Stock	9,556	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...
						Date Exercisable Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)			
Stock Options (Right to buy)	\$ 0					03/01/2002 03/01/2007	Common Stock	1,700
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					02/09/2006 02/09/2011	Common Stock	6,000
Stock Options (Right to buy)	\$ 0					02/07/2007 02/07/2012	Common Stock	6,000
	\$ 10.469					06/07/2000 06/07/2006		10,000

Stock Options (Right to buy)										
Stock Options (Right to buy)									Common Stock	
Stock Options (Right to buy)	\$ 14.219				03/01/2001	03/01/2007			Common Stock	13,000
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	24,000
Stock Options (Right to buy)	\$ 33.06				02/07/2006	02/07/2012			Common Stock	24,000
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	02/10/2005		X	875	02/05/2005	02/11/2010		Common Stock	549 ⁽¹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOCKHART ROBERT B HILB ROGAL & HOBBS COMPANY 4951 LAKE BROOK DRIVE, SUITE 500 GLEN ALLEN, VA 23060				Vice President

Signatures

Walter L. Smith

02/10/2005

**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. 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.