

VAUGHAN MARTIN L  
Form 4  
March 03, 2005

**FORM 4**

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

OMB APPROVAL

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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 \*  
VAUGHAN MARTIN 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)

3. Date of Earliest Transaction (Month/Day/Year)  
03/01/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman and CEO

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

GLEN ALLEN, VA 23060

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/01/2005		M	3,119 A \$ 34.75	284,228	D	
Common Stock					10,606.09	I	Deferred Plan, Held in Trust
Common Stock					9,702	I	Retirement Savings Plan

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

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(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. Amount or Number of Shares
Stock Options (Right to buy)	\$ 0					02/12/2003 02/12/2008	Common Stock	1,500
Stock Options (Right to buy)	\$ 0					02/11/2004 02/11/2009	Common Stock	3,000
Stock Options (Right to buy)	\$ 0					<sup>(1)</sup> 02/11/2010	Common Stock	4,500
Stock Options (Right to buy)	\$ 0					05/06/2005 05/06/2010	Common Stock	4,000
Stock Options (Right to buy)	\$ 0					02/09/2006 02/09/2011	Common Stock	10,000
Stock Options (Right to buy)	\$ 0					02/07/2007 02/07/2012	Common Stock	10,000
Stock Options (Right to buy)	\$ 14.219					03/01/2001 03/01/2007	Common Stock	24,000

Stock Options (Right to buy)	\$ 18.755				02/12/2002	02/12/2008	Common Stock	24,000
Stock Options (Right to buy)	\$ 32.73				02/09/2005	02/09/2011	Common Stock	50,000
Stock Options (Right to buy)	\$ 33.06				02/07/2006	02/07/2012	Common Stock	50,000
Stock Options (Right to buy)	\$ 36.35				05/06/2004	05/06/2010	Common Stock	26,000
Stock Options (Right to buy)	\$ 37.25				02/10/2004	02/11/2010	Common Stock	24,000
Stock Options (Right to buy)	\$ 37.45				02/11/2003	02/11/2009	Common Stock	24,000
Stock Options (Right to buy)	\$ 0	03/01/2005	X	4,550	03/01/2005	03/01/2007	Common Stock	4,550 <u>(2)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VAUGHAN MARTIN L HILB ROGAL & HOBBS COMPANY 4951 LAKE BROOK DRIVE, SUITE 500 GLEN ALLEN, VA 23060	X		Chairman and CEO	

## Signatures

Walter L. Smith                      03/03/2005

          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) 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) Taxes on vesting of Restricted Stock paid by redemption of vested shares.
- (2) 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.