

HILB ROGAL & HOBBS CO
 Form 4
 October 04, 2005

FORM 4

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

OMB APPROVAL

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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 *
 DEAL STEVEN C

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)
 09/30/2005

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 24,948 | D | |
| Common Stock | 09/30/2005 | | L | 24.857 A | \$ 8,087.037 | I | Deferred Plan, Held in Trust |
| Common Stock | | | | | 3,158.57 | I | Employee Stock Purchase Plan |

| | | | |
|--------------|-------|---|-------------------------|
| Common Stock | 6,398 | 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. Priority of Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to buy) | \$ 0 | | | | | 02/12/2003 | 02/12/2008 | Common Stock | 800 |
| Stock Options (Right to buy) | \$ 0 | | | | | 02/11/2004 | 02/11/2009 | Common Stock | 1,750 |
| Stock Options (Right to buy) | \$ 0 | | | | | <u>(1)</u> | 02/11/2010 | Common Stock | 2,625 |
| 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 |
| | \$ 14.219 | | | | | 03/01/2001 | 03/01/2007 | | 8,000 |

| | | | | | |
|------------------------------|-----------|------------|------------|--------------|--------|
| Stock Options (Right to buy) | | | | Common Stock | |
| 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 | 14,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| DEAL STEVEN C HILB ROGAL & HOBBS COMPANY 4951 LAKE BROOK DRIVE, SUITE 500 GLEN ALLEN, VA 23060 | | | Vice President | |

Signatures

Walter L. Smith 10/04/2005

**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.

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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