

HILB ROGAL & HOBBS CO
 Form 4
 March 13, 2006

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)
 03/09/2006

____ 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)
			Code	V Amount (A) or (D) Price			
Common Stock	03/09/2006		M	2,000 A \$ 14.219	28,757	D	
Common Stock	03/09/2006		M	2,571 A \$ 37.93	31,328	D	
Common Stock	03/09/2006		S	2,000 D \$ 37.93	29,328	D	
Common Stock					8,111.187	I	Deferred Plan, Held in Trust

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Common Stock	3,510.263	I	Employee Stock Purchase Plan
Common Stock	6,846	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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 0					02/11/2004	02/11/2009	Common Stock	875
Stock Options (Right to buy)	\$ 0					<u>(1)</u>	02/11/2010	Common Stock	1,750
Stock Options (Right to buy)	\$ 0					02/09/2006	02/09/2011	Common Stock	3,000
Stock Options (Right to buy)	\$ 0					02/07/2007	02/07/2012	Common Stock	4,000
Stock Options (Right to buy)	\$ 0					02/16/2008	02/16/2013	Common Stock	4,000

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	14,500	
Stock Options (Right to buy)	\$ 39.35					02/16/2007	02/16/2013	Common Stock	16,000	
Stock Options (Right to buy)	\$ 14.219	03/09/2006	X	2,000	03/01/2001	03/01/2007		Common Stock	2,000	\$
Stock Options (Right to buy)	\$ 14.219	03/09/2006	X	6,000	03/01/2001	03/01/2007		Common Stock	6,000	\$

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

03/13/2006

**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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