

HILB ROBERT H  
Form 4  
June 21, 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 \*  
HILB ROBERT H

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)  
06/17/2005

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 06/17/2005                           |  | A                              | 75 <sup>(1)</sup>   | \$ 34.73  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 20,000  | I  | By Spouse                         |
| Common Stock                    |                                      |  |                                |   | 5,867.92  | I  | Deferred Plan, Held in Trust      |

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. Price or Value of Underlying Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title   | Amount or Number of Shares |
| Stock Options (Right to buy)               | \$ 8.813   |                                      |  |                                |   | 11/06/1998   | 05/06/2008  | Common Stock  | 10,000                     |
| Stock Options (Right to buy)               | \$ 10.813  |                                      |  |                                |   | 12/09/1999   | 06/09/2009  | Common Stock  | 10,000                     |
| Stock Options (Right to buy)               | \$ 14.375  |                                      |  |                                |   | 11/03/2000   | 05/03/2010  | Common Stock  | 10,000                     |
| Stock Options (Right to buy)               | \$ 19.875  |                                      |  |                                |   | 11/02/2001   | 05/02/2011  | Common Stock  | 10,000                     |
| Stock Options (Right to buy)               | \$ 35.95   |                                      |  |                                |   | 11/07/2003   | 05/07/2010  | Common Stock  | 10,000                     |
| Stock Options (Right to buy)               | \$ 36.2  |                                      |  |                                |   | 11/05/2004   | 05/05/2011  | Common Stock  | 10,000                     |
| Stock Options                              | \$ 36.49   |                                      |  |                                |   | 11/04/2005   | 05/04/2012  | Common Stock  | 10,000                     |

(Right to buy)

Stock

Options (Right to buy) \$ 38.45

11/08/2002 05/08/2009

Common Stock 10,000

## Reporting Owners

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

## Signatures

Walter L. Smith 06/21/2005

\*\*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).

(2) Shares are issued under this plan quarterly and rounded down to the nearest whole share.

Nonemployee Directors Stock Incentive Plan grants shares of common stock of Company to Director in lieu of cash fees. Grants are

(1) increased by 30% if director elects to receive 100% of compensation in common stock to encourage maximization of at-risk compensation. Shares are physically issued quarterly and are rounded down to the nearest whole number.

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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