

MANKE KARL E
Form 4
November 08, 2004

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 *
MANKE KARL E

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)

HILB, ROGAL AND HAMILTON COMPANY, 4951 LAKE BROOK DRIVE, SUITE 500

3. Date of Earliest Transaction (Month/Day/Year)
11/08/2004

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/08/2004		M	8,000 A \$ 14.219	11,050	D	
Common Stock	11/08/2004		M	6,000 A \$ 18.755	17,050	D	
Common Stock	11/08/2004	11/10/2004	S	14,000 D \$ 32	3,050	D	
Common Stock					18,376.13	I	Deferred Plan, Held in Trust

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Common Stock	1,473.28	I	Employee Stock Purchase Plan
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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					Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
						03/01/2002	03/01/2007	Common Stock	1,000
Stock Options (Right to buy)	\$ 0					02/12/2003	02/12/2008	Common Stock	1,000
Stock Options (Right to buy)	\$ 0					02/11/2004	02/11/2009	Common Stock	1,500
Stock Options (Right to buy)	\$ 0					02/10/2005	02/11/2010	Common Stock	2,000
Stock Options (Right to buy)	\$ 0					02/09/2006	02/09/2011	Common Stock	2,000
	\$ 32.73					02/09/2005	02/09/2011		8,000

Stock Options (Right to buy)	Exercise Price	Grant Date	Expiration Date	Common Stock	Quantity
Stock Options (Right to buy)	\$ 37.25		02/10/2004 02/11/2010	Common Stock	8,000
Stock Options (Right to buy)	\$ 37.45		02/11/2003 02/11/2009	Common Stock	8,000
Stock Options (Right to buy)	\$ 14.219	11/08/2004		Common Stock	8,000
Stock Options (Right to buy)	\$ 18.755	11/08/2004		Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MANKE KARL E HILB, ROGAL AND HAMILTON COMPANY 4951 LAKE BROOK DRIVE, SUITE 500 GLEN ALLEN, VA 23060			Vice President	

Signatures

Walter L. Smith 11/08/2004

**Signature of Date
Reporting Person

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.
- (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.