

LOCKHART ROBERT B
Form 5
February 07, 2005

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
LOCKHART ROBERT B

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

Director 10% Owner
 Officer (give title below) 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 Reporting

(check applicable line)

GLEN ALLEN, VA 23060

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	11/05/2004		L	35.89	A	\$ 32.1	3,295.76	I	Deferred Plan, Held in Trust
Common Stock							11,830 (1)	D	

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Common Stock									Employee Stock Purchase Plan
Common Stock	12/06/2004	Â	L	32.76	A	\$ 35.16	3,328.52	I	Employee Stock Purchase Plan
Common Stock	01/05/2005	Â	L	9.61	A	\$ 36.45	3,338.13	I	Employee Stock Purchase Plan
Common Stock	Â	Â	Â	Â	Â	Â	17,800	I	Qualified Plan
Common Stock	10/12/2004	Â	L	31.93	A	\$ 37.08	9,556	I	Retirement Savings Plan

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

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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	Â	Â	Â	Â (A) Â (D)	Date Exercisable: 03/01/2002 Expiration Date: 03/01/2007	Common Stock	1,700
Stock Options (Right to buy)	\$ 0	Â	Â	Â	Â (A) Â (D)	Date Exercisable: 02/12/2003 Expiration Date: 02/12/2008	Common Stock	1,600
Stock	\$ 0	Â	Â	Â	Â (A) Â (D)	Date Exercisable: 02/11/2004 Expiration Date: 02/11/2009	Common	2,625

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Options (Right to buy)	Stock										
Options (Right to buy)	Options (Right to buy)	\$ 0	^	^	^	^	^	02/10/2005	02/11/2010	Common Stock	3,500
Options (Right to buy)	Options (Right to buy)	\$ 0	^	^	^	^	^	02/09/2006	02/09/2011	Common Stock	6,000
Options (Right to buy)	Options (Right to buy)	\$ 10.469	^	^	^	^	^	06/07/2000	06/07/2006	Common Stock	10,000
Options (Right to buy)	Options (Right to buy)	\$ 14.219	^	^	^	^	^	03/01/2001	03/01/2007	Common Stock	13,000
Options (Right to buy)	Options (Right to buy)	\$ 18.755	^	^	^	^	^	02/12/2002	02/12/2008	Common Stock	13,000
Options (Right to buy)	Options (Right to buy)	\$ 32.73	^	^	^	^	^	02/09/2005	02/09/2011	Common Stock	24,000
Options (Right to buy)	Options (Right to buy)	\$ 37.25	^	^	^	^	^	02/10/2004	02/11/2010	Common Stock	14,500
Options (Right to buy)	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
LOCKHART ROBERT B HILB ROGAL & HOBBS COMPANY 4951 LAKE BROOK DRIVE, SUITE 500 GLEN ALLEN, VA 23060	^	^	^ Vice President	^

Signatures

Walter L. Smith

02/07/2005

**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) Settlement of previously selected time for deferral elections, with shares or cash being used to pay taxes due.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.