

HILB ROGAL & HOBBS CO  
 Form 5  
 February 08, 2005

# FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 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 \*  
**MARCIA PETER 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)

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 Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	02/05/2004		L	36.04	A	\$ 31.97	36.04	I	Employee Stock Purchase Plan
	03/05/2004		L	30.59	A		66.63	I	
Common Stock							6,000	D	

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Common Stock						\$ 37.64			Employee Stock Purchase Plan
Common Stock	03/31/2004	Â	L	0.16	A	\$ 37.93	66.79	I	Employee Stock Purchase Plan
Common Stock	04/05/2004	Â	L	29.82	A	\$ 38.62	96.61	I	Employee Stock Purchase Plan
Common Stock	05/05/2004	Â	L	31.88	A	\$ 36.14	128.49	I	Employee Stock Purchase Plan
Common Stock	06/07/2004	Â	L	31.77	A	\$ 36.26	160.26	I	Employee Stock Purchase Plan
Common Stock	06/30/2004	Â	L	0.48	A	\$ 35.41	160.74	I	Employee Stock Purchase Plan
Common Stock	07/06/2004	Â	L	32.84	A	\$ 35.08	193.58	I	Employee Stock Purchase Plan
Common Stock	08/05/2004	Â	L	34.26	A	\$ 33.62	227.84	I	Employee Stock Purchase Plan
Common Stock	09/07/2004	Â	L	32.18	A	\$ 35.79	260.02	I	Employee Stock Purchase Plan
Common Stock	09/30/2004	Â	L	0.76	A	\$ 36.1	260.78	I	Employee Stock Purchase Plan
Common Stock	10/05/2004	Â	L	31.01	A	\$ 37.14	291.79	I	Employee Stock Purchase Plan
	11/05/2004	Â	L	35.89	A	\$ 32.1	327.68	I	

Common Stock									Employee Stock Purchase Plan
Common Stock	12/06/2004	Â	L	32.76	A	\$ 35.16	360.44	I	Employee Stock Purchase Plan
Common Stock	12/31/2004	Â	L	1.04	A	\$ 36.45	361.48	I	Employee Stock Purchase Plan

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

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SEC 2270 (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
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 0	Â	Â	Â	Â Â	02/09/2004 02/09/2009	Common Stock	3,500
Stock Options (Right to buy)	\$ 32.73	Â	Â	Â	Â Â	02/09/2004 02/09/2014	Common Stock	14,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	Â	Â	Â Vice President	Â

MARCIA PETER E  
HILB ROGAL & HOBBS COMPANY  
4951 LAKE BROOK DRIVE, SUITE 500  
GLEN ALLEN, VA 23060

## Signatures

WLS, TJK, CJ,  
RLB 02/08/2005

\_\_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).

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