

DAVIS NORWOOD H JR
Form 4/A
January 17, 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 *
DAVIS NORWOOD H JR

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)
01/03/2006

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

2015 STAPLES MILL ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
01/04/2006

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

RICHMOND, VA 23230

(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 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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					100,709	D	
Common Stock					150	I	By Spouse
Common Stock					75	I	Custodial/UGMA/Truste
Common Stock	01/03/2006 ⁽¹⁾		A	21.68 <u>(2)</u> A \$ 38.51	9,427.08 ⁽²⁾	I	Deferred Plan, Held in Trust
Common Stock	01/03/2006 ⁽¹⁾		A	14.2 <u>(2)</u> A \$ 38.51	9,441.28 ⁽²⁾	I	Deferred Plan, Held in Trust

Common Stock 1,000 I Qualified 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. Price or Deriv Secur (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 6.813					11/07/1997 05/07/2007		Common Stock	4,000
Stock Options (Right to buy)	\$ 6.875					11/08/1996 05/08/2006		Common Stock	4,000
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	\$ 19.875					11/02/2001 05/02/2011		Common Stock	10,000

(Right to buy)

Stock Options (Right to buy)	\$ 35.95	11/07/2003	05/07/2010	Common Stock	10,000
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Stock Options (Right to buy)	\$ 36.2	11/05/2004	05/05/2011	Common Stock	10,000
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Stock Options (Right to buy)	\$ 36.49	11/04/2005	05/04/2012	Common Stock	10,000
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Stock Options (Right to buy)	\$ 38.45	11/08/2002	05/08/2009	Common Stock	10,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS NORWOOD H JR 2015 STAPLES MILL ROAD RICHMOND, VA 23230	X			

Signatures

Walter L. Smith	01/17/2006
<u> </u> **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) Correction of a clerical error.

Directors' Deferred Plan purchases common stock of Company, which is held in trust under the terms of the Hilb, Rogal and Hamilton Amended and Restated Outside Directors Deferral Plan. Directors electing to receive 100% of compensation in common stock receive a 30% bonus grant of stock to encourage maximization of at-risk compensation. Dividends are reinvested by the trustee. Deferred stock will be paid out in shares at the time selected by the director, either a lump sum or a series of distributions over a period of years.

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.