

HILB ROGAL &amp; HOBBS CO

Form 5

February 08, 2005

**FORM 5****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**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

## OMB APPROVAL

OMB  
Number: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
response... 1.01. Name and Address of Reporting Person \*  
**OBRIEN ROBERT**

(Last) (First) (Middle)

4951 LAKE BROOK DR, STE 500

(Street)

2. Issuer Name and Ticker or Trading  
Symbol  
**HILB ROGAL & HOBBS CO  
[HRH]**3. Statement of Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/20044. If Amendment, Date Original  
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Vice President

6. Individual or Joint/Group Reporting

(check applicable line)

GLEN ALLEN, VA 23060

(City) (State) (Zip)

☒ Form Filed by One Reporting Person  
☐ Form Filed by More than One Reporting  
Person**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                    | Â                                    | Â                                                  | Â                              | Â                                                                 | Â          | Â              | 5,456                                                                                      | D                                                        | Â                                                     |
| Common Stock                    | 11/05/2004                           | Â                                                  | L                              | 3.59                                                              | A          | \$ 32.1 32.77  |                                                                                            | I                                                        | Employee Stock Purchase Plan                          |
| Common Stock                    | 12/06/2004                           | Â                                                  | L                              | 3.27                                                              | A          | \$ 35.16 36.04 |                                                                                            | I                                                        | Employee Stock Purchase                               |

|              |            |   |   |      |   |          |       |   |                                      |
|--------------|------------|---|---|------|---|----------|-------|---|--------------------------------------|
| Common Stock | 12/31/2004 | Â | L | 0.11 | A | \$ 36.45 | 36.15 | I | Plan<br>Employee Stock Purchase Plan |
|--------------|------------|---|---|------|---|----------|-------|---|--------------------------------------|

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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                                                   | Â                                    | Â                                                  | Â                              | Â Â                                                                                     | 02/09/2004 02/09/2014                                    | Common Stock                                                  | 2,000                         |
| Stock Options (Right to buy)               | \$ 32.73                                               | Â                                    | Â                                                  | Â                              | Â Â                                                                                     | 02/09/2004 02/09/2014                                    | Common Stock                                                  | 8,000                         |

## Reporting Owners

| Reporting Owner Name / Address                                           | Relationships |           |                  |       |
|--------------------------------------------------------------------------|---------------|-----------|------------------|-------|
|                                                                          | Director      | 10% Owner | Officer          | Other |
| OBRIEN ROBERT<br>4951 LAKE BROOK DR<br>STE 500<br>GLEN ALLEN,Â VAÂ 23060 | Â             | Â         | Â Vice President | Â     |

## Signatures

Walter L. Smith

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).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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