

VAUGHAN MARTIN L  
Form 4  
January 04, 2005

**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 \*  
VAUGHAN MARTIN L

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 & HOBBS  
COMPANY, 4951 LAKE BROOK  
DRIVE, SUITE 500

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/31/2004

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and Chief Operating

(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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					278,525	D	
Common Stock	12/31/2004	12/31/2004	L	30.64 A \$ 36.24	10,606.09	I	Deferred Plan, Held in Trust <sup>(1)</sup>
Common Stock					9,652.2	I	Retirement Savings Plan

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. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 0					03/01/2002	03/01/2007	Common Stock	4,550
Stock Options (Right to buy)	\$ 0					02/12/2003	02/12/2008	Common Stock	3,000
Stock Options (Right to buy)	\$ 0					02/11/2004	02/11/2009	Common Stock	4,500
Stock Options (Right to buy)	\$ 0					02/10/2005	02/11/2010	Common Stock	6,000
Stock Options (Right to buy)	\$ 0					05/06/2005	05/06/2010	Common Stock	4,000
Stock Options (Right to buy)	\$ 0					02/09/2006	02/09/2011	Common Stock	10,000
Stock Options	\$ 14.219					03/01/2001	03/01/2007	Common Stock	24,000

(Right to buy)

Stock Options (Right to buy)	\$ 18.755	02/12/2002	02/12/2008	Common Stock	24,000
Stock Options (Right to buy)	\$ 32.73	02/09/2005	02/09/2011	Common Stock	50,000
Stock Options (Right to buy)	\$ 36.35	05/06/2004	05/06/2010	Common Stock	26,000
Stock Options (Right to buy)	\$ 37.25	02/10/2004	02/11/2010	Common Stock	24,000
Stock Options (Right to buy)	\$ 37.45	02/11/2003	02/11/2009	Common Stock	24,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VAUGHAN MARTIN L HILB ROGAL & HOBBS COMPANY 4951 LAKE BROOK DRIVE, SUITE 500 GLEN ALLEN, VA 23060	X		President and Chief Operating	

## Signatures

Walter L. Smith                      01/04/2005

\_\_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).
- (2) Taxes on vesting of Restricted Stock paid by redemption of vested shares.  
Executive Deferred Stock purchased pursuant to Hilb, Rogal and Hamilton Company Executive Voluntary Deferral Plan and held in trust.
- (1) Dividends reinvested by trustee. Common stock held in plan will be distributed at times selected by Executive at time of deferral, either in a lump sum or a series of distributions over a number 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.

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