

DEAL STEVEN C
Form 4
February 20, 2008

FORM 4

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).

**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: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DEAL STEVEN C

(Last) (First) (Middle)

HILB ROGAL & HOBBS
COMPANY, 4951 LAKE BROOK
DRIVE, SUITE 500

(Street)

GLEN ALLEN, VA 23060

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
HILB ROGAL & HOBBS CO
[HRH]

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title _____ Other (specify
below) below)
Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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. Code (Instr. 8)	4. Securities Acquired 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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	02/16/2008		M		623	A \$ 0	35,437 D
Common Stock	02/16/2008		M		539	A \$ 0	35,976 D
Common Stock	02/16/2008		M		677	A \$ 0	36,653 D
Common Stock	02/15/2008		L		3.85	A \$ 32.47	9,349.943 I
							Deferred Plan, Held in Trust

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Common Stock	4,001.5242	I	Employee Stock Purchase Plan
Common Stock	8,005	I	Retirement Savings Plan

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

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SEC 1474
(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 (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to buy)	\$ 0					02/16/2008 02/16/2013	Common Stock 4,000
Stock Options (Right to buy)	\$ 0					02/11/2010 02/11/2015	Common Stock 4,000
Stock Options (Right to buy)	\$ 0					02/16/2009 02/12/2014	Common Stock 4,000
Stock Options (Right to buy)	\$ 32.54					02/11/2009 02/11/2015	Common Stock 8,000
Stock Options (Right to buy)	\$ 32.73					02/09/2005 02/09/2011	Common Stock 16,000

buy)

Stock Options (Right to buy)	\$ 33.06				02/07/2006	02/07/2012	Common Stock	16,000
Stock Options (Right to buy)	\$ 37.25				02/10/2004	02/11/2010	Common Stock	14,500
Stock Options (Right to buy)	\$ 37.45				02/11/2003	02/11/2009	Common Stock	14,500
Stock Options (Right to buy)	\$ 39.35				02/16/2007	02/16/2013	Common Stock	16,000
Stock Options (Right to buy)	\$ 42.66				02/12/2008	02/12/2014	Common Stock	8,000
Stock Options (Right to buy)	\$ 0	02/16/2008	X	875	02/16/2008 ⁽¹⁾	02/11/2010	Common Stock	539
Stock Options (Right to buy)	\$ 0	02/16/2008	X	1,000	02/16/2008	02/09/2011	Common Stock	623
Stock Options (Right to buy)	\$ 0	02/16/2008	X	1,000	02/16/2008	02/07/2012	Common Stock	677

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEAL STEVEN C HILB ROGAL & HOBBS COMPANY 4951 LAKE BROOK DRIVE, SUITE 500 GLEN ALLEN, VA 23060			Vice President	

Signatures

Walter L. Smith

02/20/2008

__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) Restricted Stock - vesting contingent on continued employment and achievement of specified goals. If necessary goals achieved, vests 25% for two years of employment after date of grant, and 25% per year of employment thereafter.

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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