

UKROP ROBERT S

Form 4

August 26, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
UKROP ROBERT S

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)
4951 LAKE BROOK DR, STE 500
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2008

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

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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	08/22/2008		X		10,000	A \$ 14.375	41,882	D	
Common Stock	08/22/2008		X		10,000	A \$ 19.875	51,882	D	
Common Stock	08/22/2008		X		10,000	A \$ 35.95	61,882	D	
Common Stock	08/22/2008		X		10,000	A \$ 36.2	71,882	D	
Common Stock	08/22/2008		S		10,000	D \$ 44.59	61,882	D	

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Common Stock	08/22/2008	S	10,000	D	\$ 44.59	51,882	D	
Common Stock	08/22/2008	S	10,000	D	\$ 44.59	41,882	D	
Common Stock	08/22/2008	S	10,000	D	\$ 44.59	31,882	D	
Common Stock						24,313.96	I	Deferred Plan, Held in Trust
Common Stock						2,500	I	Investment Club

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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to buy)	\$ 28.99					11/06/2008 05/06/2015	Common Stock 4,937
Stock Options (Right to buy)	\$ 36.49					11/04/2005 05/04/2012	Common Stock 10,000
Stock Options (Right to buy)	\$ 38.45					11/08/2002 05/08/2009	Common Stock 10,000
Stock Options (Right to	\$ 40.96					11/03/2006 05/03/2013	Common Stock 10,000

buy)

Stock

Options
(Right to
buy)

\$ 43

11/01/2007

05/01/2014

Common
Stock

2,789

Stock

Options
(Right to
buy)

\$ 14.375

08/22/2008

X

10,000

11/03/2000

05/03/2010

Common
Stock

10,000

Stock

Options
(Right to
buy)

\$ 19.875

08/22/2008

X

10,000

11/02/2001

05/02/2011

Common
Stock

10,000

Stock

Options
(Right to
buy)

\$ 35.95

08/22/2008

X

10,000

11/07/2003

05/07/2010

Common
Stock

10,000

Stock

Options
(Right to
buy)

\$ 36.2

08/22/2008

X

10,000

11/05/2004

05/05/2011

Common
Stock

10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UKROP ROBERT S 4951 LAKE BROOK DR STE 500 GLEN ALLEN, VA 23060	X			

Signatures

Walter L. Smith

08/26/2008

__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).

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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