

DEAL STEVEN C

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 *
DEAL STEVEN C

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)
08/22/2008

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

(Street)
GLEN ALLEN, VA 23060

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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. 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)
Common Stock	08/25/2008		S	14,433 D	\$ 44.67	22,848	D
Common Stock						9,797.956	I
Common Stock	08/22/2008		J ⁽¹⁾	8,671 D	\$ 44.88	0	I
							Deferred Plan, Held in Trust
							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. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 0					02/07/2007	02/07/2012	Common Stock	2,000	
Stock Options (Right to buy)	\$ 0					02/16/2008	02/16/2013	Common Stock	3,000	
Stock Options (Right to buy)	\$ 0					02/09/2006	02/09/2011	Common Stock	1,000	
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	\$ 32.73					02/09/2005	02/09/2011	Common Stock	16,000	

(Right to
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

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 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).

(1) Retirement Savings Plan - shares are held in the HRH Retirement Savings Plan and can be acquired through payroll deduction, employer match, and discretionary movement of funds. Dividends are reinvested. Administrative charges in the form of shares are deducted by plan trustee.

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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