

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2004-02-12** | Period of Report: **2004-02-11**
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ISSUER

HILB ROGAL & HAMILTON CO /VA/

CIK: **814898** | IRS No.: **541194795** | State of Incorporation: **VA** | Fiscal Year End: **1231**
SIC: **6411** INSURANCE AGENTS, BROKERS & SERVICE

Mailing Address
P O BOX 1220
GLEN ALLEN VA 23060

Business Address
THE HILB, ROGAL AND
HAMILTON BUILDING
4951 LAKE BROOK DRIVE,
SUITE 500
GLEN ALLEN VA 23060
8047476500

REPORTING OWNER

BLANTON ROBERT W

CIK: **1174638**
Type: **4** | Act: **34** | File No.: **000-15981** | Film No.: **04593008**

Mailing Address
4951 LAKE BROOK DR
STE 500
GLEN ALLEN VA 23060

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person BLANTON ROBERT W			2. Issuer Name and Ticker or Trading Symbol HILB ROGAL & HAMILTON CO /VA/ [HRH]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) VP & Controller		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/11/2004			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
HILB, ROGAL AND HAMILTON COMPANY, 4951 LAKE BROOK DRIVE, SUITE 500			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) GLEN ALLEN, VA 23060								
(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	02/11/2004		M		85	A	\$ 0	3,745.96 ⁽¹⁾	D	
Common Stock	02/12/2004		M		85	A	\$ 0	3,830.96 ⁽¹⁾	D	
Common Stock								575.33	I	Employee Stock Purchase Plan
Common Stock								3,271.71	I	Retirement Savings Plan

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

										of Shares				
Stock Options (Right to buy)	\$ 0						03/01/2002	03/01/2007	Common Stock	1,750		1,750 ⁽²⁾	D	
Stock Options (Right to buy)	\$ 0	02/12/2004		<u>M</u> ⁽²⁾		125	02/12/2003	02/12/2008	Common Stock	85	\$35.46	250	D	
Stock Options (Right to buy)	\$ 0	02/11/2004		<u>M</u> ⁽²⁾		125	02/11/2004	02/11/2009	Common Stock	125	\$32.75	375	D	
Stock Options (Right to buy)	\$ 0						02/10/2005	02/11/2010	Common Stock	500		500	D	
Stock Options (Right to buy)	\$ 0						02/09/2006	02/09/2011	Common Stock	500		500	D	
Stock Options (Right to buy)	\$8						06/19/1998	06/19/2004	Common Stock	17,000		17,000	D	
Stock Options (Right to buy)	\$8.844						05/05/1999	05/05/2005	Common Stock	12,000		12,000	D	
Stock Options (Right to buy)	\$14.219						03/01/2001	03/01/2007	Common Stock	2,000		2,000	D	
Stock Options (Right to buy)	\$18.755						02/12/2002	02/12/2008	Common Stock	3,000		3,000	D	
Stock Options (Right to buy)	\$32.73						02/09/2005	02/09/2011	Common Stock	3,000		3,000	D	
Stock Options (Right to buy)	\$37.25						02/10/2004	02/11/2010	Common Stock	3,000		3,000	D	
Stock Options (Right to buy)	\$37.45						02/11/2003	02/11/2009	Common Stock	3,000		3,000	D	

Explanation of Responses:

1. Stock Swap Exercise of Options - Reporting Person exercised nonqualified stock options by the deemed swap technique, whereby option price was deemed to be paid in swapped shares and taxes were paid by the deemed redemption of the newly acquired shares, resulting in the net issuance of shares shown.
2. Taxes on vesting of Restricted Stock paid by redemption of vested shares.

Signatures

Walter L. Smith

** Signature of Reporting Person

02/12/2004

Date

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

* 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.

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 Number.